# THE LAST UNICORN

Screenplay by Peter S. Beagle

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Extended shot list version
with detailed scene description
for technical reference

CONTINENT FILM LTD.
8 Cleveland Gardens
LONDON W2 6HA
UK

Phone: 44 – 207 – 262 4646
Fax: 44 – 207 – 262 32 42
Mobile 44 – 7771 – 581 219

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FADE IN:

EXT. WIDE SHOT - THE FOREST OF THE UNICORN - LATE AFTERNOON

It is the most beautiful forest in the world, because a unicorn lives here. The overwhelming impression is of light, and of spring. There are no autumn colors in the landscape: it is all the soft, fuzzy green of new growth, the tender gold and sudden brilliant blue instants of wildflowers in sunlight - especially the purple and violet lilacs that give the wood its prevailing tone of medieval or Renaissance tapestry. Beams of light fall through the trees. SOUNDS OF BIRDS AND INSECTS. The CAMERA MOVES IN very slowly, so that we get a full sense of the richness and deep tranquillity of this immortal place.

DISSOLVE TO:

EXT. DEEPER INTO THE FOREST - LATE AFTERNOON

CAMERA MOVES STEADILY deeper and deeper into the mysterious heart of the wood, where palm trees grow next to oaks, orchids and tulips flower out of wild berry bushes, and a little stream glitters in the afternoon sun...

CLOSE SHOT - A GOLDEN PHEASANT

With a haunting cry, it flies straight across the stream and away, vanishing into the golden sky...

CLOSE SHOT - THE STREAM

...where a fish gleaming through the air in SLOW MOTION before settling gracefully back into the water, and then leaping up again, like a skipped stone...

CU THE STREAM

The water quiets, and - for just a moment - we see a REFLECTION that *might* be the face of a unicorn. The ripples destroy the image too quickly for us to be certain...

DISSOLVE TO:

EXT. WIDE-ANGLE SHOT - A HILLSIDE MEADOW - LATE AFTERNOON

It is a soft, open place, treeless but bright with all manner of shrubs and wildflowers. For another brief moment, the SHADOW of a unicorn moves across the meadow - then VANISHES into the woods that frame the hillside.

CLOSE SHOT - THE MEADOW - A FAMILY OF FOXES

The cubs are frisking and YELPING joyously, clambering over their patient parents, nipping at their ears and tails. Suddenly they all freeze, staring O.S...

EDGE OF THE MEADOW - MED SHOT - A FAMILY OF RABBITS

They hesitate, timid and uncertain. MOVE IN on the boldest young rabbit, as he fearlessly hops out into the middle of the meadow.

CLOSE SHOT - A COUPLE OF FOX CUBS

They bound to meet the young rabbit, and the three of them begin tumbling and wrestling, obviously in play.

BACK TO THE OTHER RABBITS

They rush to join in, once they realize that no one's getting hurt.

EXT. WOODS AT THE MEADOW'S EDGE - LATE AFTERNOON

For an instant we GLIMPSE a pair of deep, sparkling eyes watching the scene through the trees...

CLOSE SHOT - A FOX CUB AND A BABY RABBIT

as they tumble almost to the edge of the meadow.

MOVE IN as the SHADOW OF THE UNICORN falls over them...

CU THE FOX CUB AND THE RABBIT

Like startled, awestruck children, they look up in wonder.

CLOSE SHOT - THE UNICORN

emerging slowly from the trees. MOVE IN FOR CU. Her face looks gentle and compassionate, old and wise, as she regards the two babies. There is a great stillness and serenity about her.

BACK TO THE FOX CUB AND THE RABBIT

They are not in the least afraid of her, but nevertheless they begin to back slowly away...

CU THE UNICORN

She stands in a BEAM OF SUNLIGHT, surveying her realm, her mane blowing in the soft breeze. We HEAR DISTANT HOOFBEATS and indistinguishable HUMAN VOICES O.S.

EXT. LONG SHOT THROUGH THE TREES - TWO MOUNTED HUNTERS - LATE AFTERNOON

BACK TO THE FOX CUB AND THE RABBIT

The spell is broken. They run away in different directions, back to their families...

CLOSE SHOT - THE FOX FAMILY

They vanish into the woods...

CLOSE SHOT - THE RABBIT FAMILY

Like the foxes, they are GONE in a flash.

EXT. THE FOREST - CU CANTERING HOOFS - LATE AFTERNOON

PULL BACK TO INCLUDE the HUNTERS riding TOWARD CAMERA. CONTINUE PULLING BACK...

EXT. THE HILLSIDE - MED SHOT - THE UNICORN - LATE AFTERNOON

She turns to regard the Hunters O.S. - then DISAPPEARS in a single graceful bound.

BACK TO THE HUNTERS

riding INTO CAMERA, passing by as we PAN WITH THEM.

EXT. THE HILLSIDE - WIDE ANGLE - LATE AFTERNOON

The meadow is empty; there is no least sign of life in the FADING LIGHT.

MED SHOT - THE HUNTERS

CAMERA TRACKS AHEAD OF THEM as they rein their horses to a walking pace. One man is middle-aged, the other quite young. They carry long bows and are clad in early Renaissance or late medieval clothing.

DISSOLVE TO:

EXT. ANOTHER PART OF THE FOREST - LATE AFTERNOON

CAMERA MOVES IN on the two hunters, walking their horses now, and looking around in increasing irritation for some sign of game. The elder man speaks first.

HUNTER #1
(grumbling)
I mislike the feel of this forest. Creatures that live in a unicorn's wood learn a little magic of their own in time - mainly concerned with disappearing...

HUNTER #2
(impatient)
Moonlight and balderdash! This is a forest, like any other.

HUNTER #1
Oh? Then why do the leaves never fall here, or the snow? Why is it always Spring here?

PULL BACK as they ride on, and PAN AWAY to give us a further sense of the immense age and eternal greenness of this wood.

HUNTER #1 (V.O. CONTD)

I tell you, there is *one* unicorn left in the world, and as long as it lives in this forest you won't take so much as a pigeon home at your saddle...

EXT. ANOTHER PART OF THE FOREST - WIDE SHOT - THE PATH - HORSES' HOOFPRINTS - LATE AFTERNOON

The SHADOW of the unicorn FALLS OVER the hoof prints, following the Hunters....

CLOSE SHOT - THE HUNTERS

HUNTER #1
My great-grandmother saw a unicorn once.

HUNTER #2
(laughs)
Oh, indeed? And did she capture it with a golden bridle?

HUNTER #1
My great-grandmother was afraid of large animals. She just sat very still, and the unicorn put its head in her lap and fell asleep.
(as the other looks at him)
She said the unicorn had a good smell...

EXT. MED SHOT - ANOTHER ANGLE - THE HUNTERS - LATE AFTERNOON

Hunter #2 suddenly reins his horse to a stop.

HUNTER #2
(shortly)
Let's turn around and hunt somewhere else.

PULL BACK Hunter #1 smiles, obviously gratified, begins to turn his horse.

WIDE SHOT

as they turn and ride AWAY FROM CAMERA.

DISSOLVE TO:

EXT. ANOTHER PART OF THE FOREST - MED SHOT - THE HUNTERS - LATE AFTERNOON

We are SEEING them through trees, from the continuing POV of their silent observer, who is paralleling their course.

HUNTER #2
(quietly)
Why did they go away, do you think?

If they ever *were* there?

HUNTER #1
Who knows? Times change. Would you call this age a good for unicorns?

CAMERA MOVES IN on him as he reins in his horse and turns in the saddle, RAISING HIS VOICE.

HUNTER #1 (CONT'D)
(shouts)
Stay where you are, poor beast! This is no world for you. Stay in your forest, and keep your trees green, and your friends protected. And good luck to you...for you are the *last*!

Abruptly he kicks his horse to a gallop and breaks out of the woods. Hunter #2 follows him.

EXT. THE EDGE OF THE FOREST - LONG SHOT - THE HUNTERS - TWILIGHT

CAMERA PANS AND TRACKS SLOWLY into the forest, as the hunters and their horses VANISH around a bend in the path.

DISSOLVE TO:

EXT. WIDE SHOT - THE EDGE OF THE FOREST DUSK

The unicorn appears between trees in the twilight.

CLOSE SHOT - THE UNICORN

THE UNICORN
(soft, wondering)
I am the only unicorn there is...?

The last...?

DISSOLVE TO:

EXT. THE FOREST - NIGHT

The forest is etched in moonlight, icy-gold and very still. CAMERA PANS SLOWLY among the ancient trees...

CU TWO BIRDS
asleep on their bough...

CU A SQUIRREL
asleep in his hollow-tree nest. PAN AWAY along a branch of the same tree to an owl stretching his wings and taking off with a soft, ominous CRY...

CU A FIELD MOUSE

whirling in alarm and diving to safety between gnarled old tree roots...

DISSOLVE TO:

EXT. THE UNICORN'S POOL - NIGHT

This is the heart of the forest, the place of its most secret and serene magic.

THE UNICORN (V.O.)
That cannot be. Why would I be the last?

CAMERA MOVES IN CLOSE on the limpid, translucent, moonlit water

DISSOLVE TO:

The unicorn, gazing down into the pool.

THE UNICORN (V.O.) (CONT'D)
What do men know? Because they have seen no unicorns for a while does not mean that we have all vanished. We do not *vanish*...

CU THE UNICORN'S FACE IN THE POOL

She looks at herself in the mirror of the quiet water. Her face is gentle and beautiful, her expression not without a hint of vanity. A water lily is on the pool, too.

THE UNICORN (CONT'D)
There has never been a time without unicorns. We live forever - we are as old as the sky, as old as the moon. We can be hunted, trapped - we can even be

killed if we leave our forests, but we do not *vanish*...

Ripples on the water start slowly DISRUPTING her image.

MED SHOT THE UNICORN

She wheels away from the pool and begins to run, moving with the long, supremely graceful and confident strides of an immortal creature who knows every step of her forest by day or night. CAMERA PANS with her.

THE UNICORN (V.O.) (CONT'D)
We hide from them - of course we hide. Every creature in the world hides from men. But *they* come and they go, and *we* are for always. Unicorns are for always...

PULL BACK as she races AWAY FROM CAMERA on through her forest under the moon. Soon she has disappeared and only the moon is left shining over the quiet night landscape

EXT. A CLEARING IN THE FOREST - DAWN

CLOSE on a pair of young stags, playfully sparring. the unicorn standing on a rise of ground, looking down at the clearing.

DISSOLVE TO:

EXT. THE VERY EDGE OF THE FOREST PAN FROM UNICORN'S POV - TWILIGHT

This is the boundary of her realm, the line she has never crossed in her long life. In the distance we can SEE chimney smoke from a farmhouse, and the faintest suggestion of a village on the horizon.

CU THE UNICORN
gazing at the world beyond her knowledge. She looks doubtful, worried, already somehow estranged...

THE UNICORN (V.O.)
Am I truly the last...?

UNDER her words, we HEAR a strange, tiny VOICE that seems to be coming from the air itself.

THE BUTTERFLY (O.S.)
(chanting)
"*Wave the flag for Hudson High, boys,*
*Show them how we stand...*"

The unicorn looks up in astonishment.

WIDE SHOT - A BUTTERFLY

dancing in the air close to her...

CLOSE SHOT - THE BUTTERFLY

as he wobbles out of the air and lights on the tip of her horn. He is a *real* butterfly, but he does have a face: one that is not quite human, but whose expressions are still distinct and recognizable. The face *somehow fits* with the realistic body, which is velvet all over, dark and dusty, with golden spots on his wings. Dancing along the unicorn's horn, rakishly gallant, he salutes her with his curling feelers.

THE BUTTERFLY (CONT'D)
I am a roving gambler. How do you do?

PULL BACK TO INCLUDE the unicorn.

THE UNICORN

(LAUGHING FOR THE FIRST TIME) BUTTERFLY, WHAT ARE YOU DOING OUT SO EARLY IN THE YEAR? YOU'LL CATCH COLD AND DIE -

THE BUTTERFLY
Death takes what man would keep and leaves what man would lose. Blow, wind, and crack your cheeks! I warm my hands before the fire of life...

MOVE IN CLOSE as he swaggers up and down her horn, utterly jaunty, fluttering his wings against the breeze.

THE UNICORN
(amused, teasing him)
Be a little respectful, butterfly. Do you know who I am?

THE BUTTERFLY

Rumplestiltskin! Gotcha!

The unicorn's SNORT of annoyance blows him off her horn. He rights himself and comes fluttering dizzily back to her.

THE BUTTERFLY (CONT'D) (CONT'D)
Your name is a golden bell hung in my heart. I would break my body to pieces to call you once by your name...

MOVE IN ON UNICORN AND BUTTERFLY

as he jigs and twinkles on her horn. She speaks quietly, but with a new urgency in her voice.

THE UNICORN
Butterfly, in all your wanderings, have you seen others like me? Have you seen even one - ?

THE BUTTERFLY
(singing)
"*Oh, have you seen the muffin man, the muffin man, the muffin man...*"

THE UNICORN
Butterfly, even one! Tell me that you saw only *one* -

THE BUTTERFLY
(very Nelson Eddy)
"*One alone, to be my own, I alone to know her caresses*..."

CU THE UNICORN
She wheels in exasperation, and begins to walk away.

CU THE BUTTERFLY
The butterfly flutters up off her horn and scrambles after her through the air, still reciting daffily.

THE BUTTERFLY
...Clay lies still, but blood's a rover...

We hear the unicorn's VOICE OVER, chiding herself...

THE UNICORN (V.O.)
It serves you right. You know better than to expect a butterfly to know your name...

PULL BACK FOR MED SHOT of the unicorn and the butterfly together, walking among the trees, as the butterfly goes on CHANTING his nonsensical rhymes.

THE BUTTERFLY
One, two, three o'lairy...Rover, red rover, let Charley come over...

CU THE UNICORN

THE UNICORN (V.O.)
All they know are songs and poems, and anything else they hear. And why should they? They die so soon...

EXT. ANOTHER PART OF THE FOREST - MED SHOT - UNICORN AND BUTTERFLY IN SILHOUETTE - MORNING

THE BUTTERFLY
(still chanting)
Oh, there ain't nobody here but us chickens, ain't nobody here at all...

ZOOM IN FOR CU as he suddenly breaks off - then speaks in a very different voice...

THE BUTTERFLY (CONT'D)
*Unicorn*...

CU THE UNICORN
stopping in her tracks, her eyes wide with wonder...

BACK TO THE BUTTERFLY

THE BUTTERFLY
Old French, *unicorne*. Latin, *unicornis*. Literally, one-horned, from *unus*, one, and *cornu*, a horn. A

fabulous animal resembling a horse with one horn...

CU THE UNICORN

THE UNICORN
(overjoyed)
Oh, you *do* know me! You *have* seen my people CLOSE on the butterfly, as the breath of her joy blows him twenty feet away.

THE BUTTERFLY
(singing)
Hold tight, hold tight, hold tight, hold tight, hold tight -

THE UNICORN
Butterfly, *please* - where have they gone?

THE BUTTERFLY
(resting on her horn again)

OVER THE MOUNTAINS OF THE MOON, DOWN THE VALLEY OF THE SHADOW, RIDE, BOLDLY RIDE -

He stops suddenly. When he speaks again, it is in that other voice: earnest and desperately lucid.

THE BUTTERFLY
No, no, listen, don't listen to me, listen. You can find your people if you are brave. They passed down all the roads long ago, and the Red Bull ran close behind him and covered their footprints...

DISSOLVE TO FANTASY SEQUENCE:

...as the unicorn VISUALIZES the Red Bull pursuing the other unicorns. He is enormous, a being of pure fire, and the unicorns are small and helpless. The sequence is abstract and terrifying, with the Bull taking on many demonic shapes, changing colors, BELLOWING like a volcano...

DISSOLVE

BACK TO:

CLOSE SHOT - THE UNICORN

The butterfly cavorts crazily in the air above her head, while the unicorn looks deeply frightened by her vision.

THE UNICORN
The Red Bull? What is the Red Bull?

CLOSE SHOT - THE BUTTERFLY

THE BUTTERFLY
(in the strange new voice)
His firstling bull has majesty, and his horns are the horns of a wild ox. With them he shall push the unicorns, all of them, to the ends of the earth. Listen, listen, listen quickly...

THE UNICORN
(crying out)
I am listening! Where are the other unicorns and what is the Red Bull?

MOVE IN as the butterfly swoops close to her, LAUGHING...

THE BUTTERFLY
Listen, listen - the king is in the counting house, counting out, counting out, counting...

PAN with him as he whirls away from her like a leaf on the wind. CAMERA FOLLOWS him until he is LOST TO SIGHT.

THE BUTTERFLY (CONT'D)
(FADING off)
It's you or me, moth! Hand to hand to hand to hand to hand....

BACK TO THE UNICORN

staring after him...

DISSOLVE TO:

EXT. FULL SHOT - THE MEADOW- EARLY EVENING

PAN slowly to the unicorn, who stands looking down from the little rise as the violet shadows move across the meadow. Surrounded by beauty and tranquility - incarnating these elements - she remains deeply troubled and bewildered.

EXT. THE UNICORN'S POOL - NIGHT

PAN slowly across the moonlit water...

THE UNICORN (V.O.)
Oh, I could never leave this place, I never could. I know how everything smells here, and tastes, and is! But I must know...I *must* know if I am the only unicorn left in the world....

She is standing a little way back from the pool, with the low moon behind her. MOVE IN CLOSE on her strange, wondering, beautiful face.

THE UNICORN (CONT'D)
Suppose they are hiding together.... somewhere far away? What if they are hiding and waiting for me? In need of me, waiting for me...

We HEAR the butterfly's remembered VOICE OVER.

THE BUTTERFLY (V.O.)
*They passed down all the roads long ago, and the Red Bull ran close behind them and covered their footprints...* HOLD on the unicorn. A red glow, as if the sky were burning, falls over her face, reflecting in her eyes...

WIDE SHOT - THE NIGHT SKY

It *is* burning for an instant. Far in the distance a giant fireball seems to consume the night, and the earth trembles. In the next moment, the fire has vanished behind the far distant mountains and, everything is as before. We can't be sure whether any of this really happened at all...

EXT. BACK TO THE UNICORN - NIGHT

shaking herself out of her nightmare reverie...

EXT. MED SHOT - A BUCK AND A DOE - NIGHT

The deer are playing in the moonlight, obviously courting as they gambol and nuzzle, then wheel on their hind legs to chase one another. The game stops abruptly as they turn side by side, looking O.S...

...and we SEE the unicorn pass, never looking at them. The deer hesitate - then begin to follow.

EXT. CLOSE SHOT - A BADGER - NIGHT

Out hunting alone, intent on the trail, he turns at the SOUND of the unicorn's hoofs and stares as her shadow in the moonlight passes close by him. He too begins to follow her.

EXT. WIDE SHOT - THE ROAD FROM THE FOREST - NIGHT

Under the moon, the road gleams white as bone. We HOLD on it for a long moment - then PAN to the edge of the forest.

MEDIUM CLOSE SHOT - THE UNICORN

halting at the border of her ancient realm.

MEDIUM WIDE SHOT - THE NIGHT ANIMALS

waiting at a respectful distance...

THE UNICORN (V.O.)
I must go quickly, and come back as soon as I can. Whether I find the others or - or not...

She looks at the animals a moment longer - then turns away and steps out on the long road.

EXT. CLOSE SHOT - THE LEOPARDS - NIGHT

as they sit on their haunches, staring after her like the deer, the badger, the owl, a fox family, a solemn, round-eyed kinkajou - watching the unicorn leave her forest.

WIDE SHOT - THE UNICORN

as she disappears in the landscape following the long road.

CU THE UNICORN

She never looks back...

WIDE SHOT - THE ENCHANTED FOREST

The animals are disappearing into the wood. We SEE that it has already darkened and somehow aged a little, because the source of its immortal magic has gone away.

CU THE UNICORN

Her eyes are filled with sadness, but no tears. Unicorns can't cry...

CU THE POND A RIPPLE ON THE QUIET DARK WATER

The water lily has withered...

EXT. LONG SHOT - THE UNICORN ON THE ROAD - NIGHT

She looks very small and very far away, walking slowly on into a frightening new world, where nothing is immortal.

THE BUTTERFLY (V.O.)
"*You can find your people, if you are brave...*"

DISSOLVE TO:

EXT. CLOSE SHOT - THE UNICORN'S FEET - DAY

moving steadily along a muddy, rutted stretch of the road.

EXT. A HIGH, STONY MOUNTAIN PASS - DAY

It is autumn, by the look of the foliage, and by the bright, cold blueness of the sky. We SEE the unicorn climbing slowly toward the top of the pass.

EXT. CLOSE SHOT - THE UNICORN - DAY

as she turns at the summit to look back.

EXT. WIDE SHOT - THE VALLEYS BEHIND HER - DAY

We SEE a landscape out of fairy tales: it is dotted with castles like spiny soapbubbles, separated by wild forests and precarious farmlands.

EXT. CLOSE SHOT  BACK TO THE UNICORN

PANNING with her POV, we GLIMPSE tiny villages clinging around the feet of the castles.  In CLOSER SHOTS we see Breughelian PEASANTS in smocks and sandals working in the fields with oxen yoked to wooden ploughs...

EXT. BACK TO THE UNICORN - DAY

She turns slowly away and starts on her journey again. As we WATCH her move on through the pass, snow begins to fall: lightly at first, then more thickly, hiding her...

DISSOLVE TO:

EXT.  A WINTER LANDSCAPE - DUSK

The wind is HOWLING, the snow flying.  We can barely MAKE OUT the figure of the unicorn, trudging on through the storm..

DISSOLVE TO:

EXT. A BURNING SUN.

EXT.  DESERT EDGE - A RIVERBANK - CU THE UNICORN - DAY

Drinking daintily from the slow, muddy water, she raises her head and looks up.  PULL BACK and PAN with her POV

EXT.  FULL SHOT - THE LANDSCAPE BEYOND THE RIVER - DAY

It is overwhelmingly bleak and barren - almost magnificent in its forbidding emptiness.

CLOSE SHOT - THE UNICORN

looking upward to the sky...

PAN UPWARD to show a flock of beautiful, tireless wild geese passing overhead.

AERIAL SHOT

CAMERA FOLLOWS their flight...

DISSOLVE TO:

MONTAGE OF TIME-LAPSE PHOTOGRAPHY WITH CGI

showing flying shadows over desert landscapes mixed with aerial shots of the birds' flight we are following them through various landscapes

INTER-CUT WITH:

MEDIUM WIDE SHOTS

of the unicorn appearing and disappearing between great boulders at day and night

CU

Her hoofs on stone

CLOSE SHOT DAY

Her face against the sun, her mane blowing in the wind

WIDE SHOT DUSK TO NIGHT

the unicorn appearing and disappearing between trees and bushes
MOVE IN FOR MED SHOT something white disappearing in the wood

CLOSE SHOT - HER FEET

gliding, seeming barely to touch the ground...

WIDE SHOT - UNICORN

Her silhouette in the moonlight - night

WIDE SHOT - UNICORN

Her barely-visible silhouette in a sandstorm

CU UNICORN

Her hoofs in the sand

WIDE SHOT - ANOTHER RIVER

CLOSE SHOT - SURFACE OF THE WATER - DAY

It begins GLOWING and REFLECTING her shape as she passes by.

DISSOLVE TO:

EXT. FULL SHOT - A GREAT LAKE - MORNING

Surrounded by new green vegetation, it almost FILLS THE SCREEN, SHIMMERING through the morning mist. PULL BACK TO INCLUDE the wild geese as they descend for a landing.

WIDE SHOT - THE UNICORN

emerging from the mists, shining in the LIGHT of the rising sun behind her. MOVE IN FOR CLOSE SHOT - then...

DISSOLVE TO:

EXT. CLOSE SHOT - A LITTLE GIRL IN A VEGETABLE GARDEN - DAY

We can see a medieval-looking hut in b.g. The child looks up INTO CAMERA, and her eyes widen in excitement.

LITTLE GIRL
(calling to someone O.S.)
Mama, *horsie*!

CLOSE SHOT - A RUDDY-FACED PEASANT WOMAN

She puts down her spade and comes to join her daughter.

PEASANT WOMAN
What horsie, darling? Horsie where?

LITTLE GIRL
(pointing O.S.)
*There*!

CUT TO POV:

There is no sign of a horse - or of a unicorn, for that matter...

CLOSE SHOT - A GROVE OF FRUIT TREES

We can just distinguish the deep glow of the unicorn's horn.

DISSOLVE TO:

EXT. FULL SHOT / PULL INTO WOODS - A CLEARING - NIGHT

This isn't at all like the unicorn's magical wood; it's very much of this world - dark and trackless and scary. We HEAR the SNARLS and GROWLS of a pack of WOLVES O.S...

MEDIUM WIDE SHOT - THE UNICORN

walking quietly along a forest path, her horn LIGHTING the darkness of the woods around her

CLOSE SHOT - THE WOLVES

tearing at the carcass of a deer or a goat. They look up suddenly, their eyes flaming yellow, staring O.S.

CLOSE SHOT - THE UNICORN

coming toward them out of the darkness, *shining*, even in that wild, frightening place. Mists partially obscure her silvery body, but reveal more of her form as a night wind comes up, dissipating the murk...

BACK TO THE WOLVES

They begin to move aside uneasily. CLOSE on the Pack Leader, who advances toward the unicorn - then lowers his head and tail and humbly lies down on the ground as her SHADOW passes. The other wolves follow suit.

MEDIUM CLOSE SHOT - THE UNICORN

She lowers her own head graciously, her horn sparkling in the mist. Then she passes on, across the clearing and intothe forest, as the wolves stare silently after her.

DISSOLVE TO:

EXT. LONG SHOT - AN ORNAMENTAL GARDEN - DAY

FULL SHOT - THE GARDEN

We can see a castle in b.g. The garden is dainty and well-ordered, and everything in it seems miniature, including the distant figure of the unicorn crossing a bridge that arches over a toylike stream...

DISSOLVE TO:

EXT. CLOSE SHOT - THE UNICORN'S REFLECTION - DAY

The rippling water MULTIPLIES her image, so that we see first one unicorn - then two, then four, then a dozen, stretching away down the domesticated little stream...

CLOSE SHOT - THE UNICORN LOOKING INTO THE WATER BACK TO THE WATER

REFLECTING her multiple images...

BACK TO THE UNICORN

Startled, and somehow frightened by this multiplicity of herself, she halts.

MEDIUM SHOT / PULL BACK AND PAN TO WIDE SHOT

as she begins to hurry across the bridge, breaking into a gallop...

DISSOLVE TO:

EXT. THE OUTSKIRTS OF A MEDIEVAL-STYLE VILLAGE - DAY

It is the early morning of an arly spring day. The trees are blossoming. We HEAR dogs BARKING, the CREAKING of wheels, the CHIMING of church bells.

EXT. CLOSE SHOT - THE UNICORN - DAY

lying in the soft new grass, easily visible from the road.

THE UNICORN (V.O.)
(softly, wearily)
How long have I been gone, I wonder? I told them I would come back soon...

WIDE SHOT

a haywagon coming closer till the wheels fill the screen, as it goes lumbering by, drawn by a team of oxen. The FARMER and his BOY are sitting on the driver's bench. They do not glance over at the unicorn.

BACK TO THE UNICORN

THE UNICORN (V.O. CONTD
)
Perhaps it is true, after all. Perhaps I *am* truly the last...

BACK TO THE HAYWAGON

The Farmer turns - sees the unicorn - halts the oxen.

THE FARMER
Look at that! Would you just look at *that*, hey!

THE BOY
(blinking stupidly)
Look at what? That old white horse?

THE FARMER
(cuffing him)
She's a *mare*, not a bloody horse, and she's not old! Get the rope - we're taking her home,

BACK TO THE UNICORN

THE UNICORN
(in growing outrage)
I, a *mare*? Is that what you take me for?

BACK TO THE HAYWAGON

Neither the boy nor his father hear her. The boy is still gaping uncomprehendingly. The Farmer cuffs him again.

THE FARMER
Get the rope, idiot! Go *on*!

The boy wipes his nose, scrambles down off the wagon - looks around for a rope - can't find it - pulls off his belt, makes a loop in it, and begins to approach the unicorn.

THE BOY
So, so, Bessie, just stand right there for me...Good Bessie, good old Bessie, good girl...

BACK TO THE UNICORN

That does it.

THE UNICORN
*Bessie!!!*

She rears up in all her furious majesty.

CLOSE ON THE BOY

He jumps back, startled and scared.

ZOOM IN ON THE UNICORN FROM HIS POV

...and for the first time we see her as he and his father see her: a white mare with muddy hoofs, her coat dirty and tangled, her mane and tail clotted with burrs - *and without a horn*... The unicorn rears again and lunges forward.

THE UNICORN (CONT'D)
(with unimaginable contempt)
*BESSIE!*

MEDIUM SHOT/ PULL BACK TO WIDE SHOT

And she is off down the road...

BACK TO THE FARMER AND HIS BOY

staring dumbly at each other.

THE FARMER
(finally)
A fortune...we could have made a fortune racing that mare...

(furiously cuffs the boy again)

*Idiot*!

EXT. FULL SHOT - SUNDOWN

PAN down the shadowed hills behind which the sun is setting.

WIDE SHOT - THE HILLS

We can make out the unicorn's small SILHOUETTE moving steadily AWAY FROM CAMERA, disappearing between trees and rocks in a sunset glow...

EXT. MED SHOT - THE MOON - NIGHT

The sky is low, covered with swift clouds. The moon appears - hides - reappears: a small spot of yellowing ivory.

THE UNICORN (V.O.)
Have we been gone for such a time that men no longer know us? There has never been a world in which I was not known...

EXT. A CLEARING BY THE ROADSIDE NIGHT

The unicorn has lain down to sleep in the cold grass. As she breaths a fine shimmer plays over her skin and she glows even in her sleep. CAMERA HOLDS on her, as we begin to HEAR a jingling, strangely sinister MUSIC COMING CLOSER through the night. The unicorn does not wake.

EXT. MED SHOT - THE MIDNIGHT CARNIVAL - NIGHT

The nine black wagons come winding out of the darkness: an apparition TAKING SHAPE only gradually in the intermittent moonlight. Each wagon is draped in black, and each is drawn by a lean black horse.

CAMERA (LOW ANGLE) MOVES IN slowly as the wagons pass by and FILL THE SCREEN, one by one. We SEE the black hangings stirring occasionally in the night breeze to reveal a GLEAM of iron bars beneath, and a suggestion of great restless FORMS prowling in the cages.

CLOSE SHOTS - THE WAGONS

We SEE that the first, second and ninth wagons have DRIVERS; the six wagons in between do not.

BACK TO MEDIUM WIDE SHOTS of the wagons passing. CAMERA IN CLOSE on the first driver - a squat OLD WOMAN - then PULLS BACK so that we can SEE the faded signs on the shrouded sides of the lead wagon, reading MOMMY FORTUNA'S MIDNIGHT CARNIVAL, and beneath that "*Creatures Of Night, Brought To Light*."

BACK TO THE UNICORN

still asleep in the grass in f.g., as the Midnight Carnival draws nearer and nearer along the road.

EXT. MEDIUM / CRANE TO CLOSE SHOT - MOMMY FORTUNA - NIGHT

She leans slightly forward as she drives - her eyes are all but closed, and she might almost be asleep herself. But as the lead wagon draws abreast of the sleeping unicorn, the old woman suddenly pulls her horse to a stop, turning sharply so that she is looking straight INTO CAMERA. Her eyes come wide open: blazing amber, demonic.

WIDE SHOT - THE FOLLOWING WAGONS

They stop too, waiting silently.

CLOSE SHOT - MOMMY FORTUNA

as she swings herself to the ground with an ugly grace. PAN with her as she glides towards the unicorn O.S.

CLOSE SHOT - THE UNICORN

still asleep in f.g. Mommy Fortuna ENTERS THE SHOT in b.g. and peers down at her.

CU MOMMY FORTUNA
When she speaks, her VOICE has a gritty sweetness about it.

MOMMY FORTUNA
(softly)
Well. Well, bless my old husk of heart. And here I thought I'd seen the last of them....

She looks back at the black wagons and snaps her fingers.

MEDIUM SHOT - THE WAGONS

The two drivers get down and start toward her.

BACK TO MOMMY FORTUNA

She looks down at the unicorn again, and shows her teeth as she smiles.

MOMMY FORTUNA (CONT'D)
If *he* knew...But I don't think I'll tell him...

WIDE SHOT - UNICORN AND MOMMY FORTUNA

The sleeping unicorn glows in f.g. as Mommy Fortuna turns toward the drivers.

CLOSE SHOT - THE DRIVERS APPROACHING - NIGHT

They are an impressively ill-matched pair: the first (RUKH) being short, dark and muscular, with a heavy, impassive face; while the second driver (SCHMENDRICK) is tall and thin, with an air of resolute bewilderment. He wears an old black coat, and his eyes are strikingly green.

RUKH
Now just what in hell was that to stop for?

MOMMY FORTUNA
What do *you* think it is, Rukh?

What do you see lying there?

BACK TO UNICORN SLEEPING

BACK TO CU RUKH

RUKH
Dead horse. Give it to the manticore...

BACK TO UNICORN - RUKH'S POV

We see only a hornless white horse...

RUKH(O.S.) (CONT'D)
or the harpy...

BACK TO MOMMY FORTUNA AND RUKH

MOMMY FORTUNA
You're a fool.
(to Schmendrick)
What about you, wizard? What do you see with your sorcerer's sight?

Rukh bursts into hoarse LAUGHTER at this, and Mommy Fortuna joins him. CAMERA MOVES IN on Schmendrick, who does not answer,but continues to stare at the unicorn.

MOMMY FORTUNA (CONT'D)
Answer me, you juggler!

She yanks his chin around to make him face her. His eyes fall before her yellow stare.

SCHMENDRICK
(mumbling)
A - a horse. A white mare...

BACK TO UNICORN SCHMENDRICK'S POV

We SEE the real unicorn shivering in her dreams, shimmering.

BACK TO SCHMENDRICK
Mommy Fortuna continues to regard him for a long moment. She finally SNIGGERS and turns away.

MOMMY FORTUNA
All right. It's a white mare. I want her for the carnival.

The ninth cage is empty.

PAN back to the sleeping unicorn.

RUKH (O.S.)
I'll get some roap...

MOMMY FORTUNA

(a short laugh)
The rope that could hold *that* mare has not been woven. We'll do the best we can with cold iron.

BACK TO UNICORN
She stirs, and seems about to open her eyes.

BACK TO SCHMENDRICK

SCHMENDRICK
She's waking!

BACK TO MOMMY FORTUNA

who quickly begins to cast a sleep-spell, stretching out her hands as though to knit the night air, as she GRUMBLES almost inaudibly in her throat.

MOMMY FORTUNA
*Ska, grimmitch...khastabadyi, khastamor...ni chai, ni chal...*

CAMERA IN CLOSE on her lined, hungry face, and on her moving hands, between which a pale yellow-green GLOW is RISING.

PULL BACK FOR MEDIUM SHOT as she finishes her spell. Colored clouds and lightning dance around her, weaving themselves into the shape of a whirlwind...

BACK TO CU UNICORN

...a whirlwind that flies towards the unicorn, surrounding and covering her with a demonic light that seems to pass into her body...

BACK TO MOMMY FORTUNA

She stops suddenly, spreading her hand out and down, and the WITCH-LIGHT VANISHES.

CLOSE SHOT - THE UNICORN

She is sound asleep, not moving at all now. We see that she now has TWO HORNS - one obviously artificial one, placed directly above the other horn - the real horn...

BACK TO MOMMY FORTUNA

regarding her with grim satisfaction.

DISSOLVE TO:

EXT. FULL SHOT - THE MIDNIGHT CARNIVAL - DAY

SEEN by day, open for business, the show looks less menacing than flimsy and almost pathetic. The nine wagons - looking smaller by daylight - are arranged in a scrubby field: a pentacle of cages enclosing a triangle, and Mommy Fortuna's wagon lumping in the center. This alone retains its draperies; the others are open to view adorned with sad black banners, plainly cut from blankets and stubby black ribbons that twitch in the breeze, But as the CAMERA MOVES IN, PANNING over the whole strange, rickety encampment, we SEE that each of the cages contains an animal of some sort. We do not have a chance to make them out clearly...

EXT. MED SHOT - RUKH WITH A CROWD OF COUNTRYFOLK - DAY

They are straggling along behind him, like any flock of tourists, as he leads them from one of the outside cages to the next. CAMERA MOVES IN as he halts before the cage closest to us. We can SEE the bars, but not whatever paces behind them, except for a shadow, a glimpse of a taloned paw...

RUKH
(in a toneless grunt)
This here's the manticore. Man's head,
lion's body, tail of a scorpion...

PAN over the awed faces of the crowd as he speaks. We cannot see what they are looking at beyond the CAMERA, but we HEAR its deep SNARL BUILDING to a ROAR.

RUKH (CONT'D)
Captured at midnight, eating
were-wolves to sweeten its breath.
Creatures of night, brought to light...

And he is already off toward the next cage of the pentacle, with the ONLOOKERS following. We PAN with him to the cage, though again we cannot see its occupant. We HEAR a SLITHERING, the RASP of claws, a sudden HISSING BREATH.

RUKH

HERE'S THE DRAGON. BREATHES FIRE NOW AND THEN -

(pointing to a CHILD near the cage

RUKH
usually at people who poke it, little boy. Its inside is an inferno, but its skin is so cold it burns. The dragon speaks seventeen languages, badly, and is subject to gout. Creatures of night...

CAMERA BEGINS TO PULL BACK toward the three inner cages, as Rukh leads the crowd onward. PULL BACK steadily until we are inside the unicorn's cage. The cages is small, almost too small for the unicorn to turn and turn - as she does constantly - without touching the iron bars.

CLOSE SHOT - THE UNICORN

We feel her terror as she looks wildly around, shrinking from the iron, the crowd, the Midnight Carnival...

RUKH (CONT'D)
The satyr. Ladies keep back.

A real trouble maker...

PAN to Schmendrick, the tall, thin magician, standing by the cage, also watching Rukh and the onlookers. MOVE IN as he turns towards the unicorn, speaking softly and reassuringly.

SCHMENDRICK
Tell me what you see. Don't be afraid. Look at them, and tell me what you see.

HOLD on the unicorn as she stares for a moment at Schmendrick - the turns to look toward the cages.

EXT. CLOSE SHOT - THE DRAGON'S CAGE - DAY

At first glance, we SEE only an aged crocodile, yawning to show worn, snaggly teeth. But as we MOVE IN, our VISION of it begins to CHANGE...

CGI MORPH: A second form, shadowy and transparent at first, gradually SOLIDIFIES before our eyes. It is closer to the Chinese idea of a dragon: blazing red-gold, shading to green on the legs, with a purple crest running the length of his spine, and elegant blue-green marking on its face. It HISSES a gust of flame, which licks around the cage bars without in the least scorching or staining them.

EXT. CLOSE SHOT - THE UNICORN - DAY

She turns slowly to look at Schmendrick again.

SCHMENDRICK
Look again. Look at the manticore. Look at the satyr.

EXT. CLOSE SHOT - THE MANTICORE'S CAGE - UNICORN'S POV - DAY

In this case, we SEE the manticore first - famine-eyed, slobber-mouthed, ROARING, curving his deadly tail over his back until the poison spine lolls and nods just above his almost-human face CGI MORPH: - and only then FOCUS on the genuine, if shabby, lion from which this marvelous and terrible phantom is sprung, and to which it is somehow joined...

EXT. CLOSE SHOT - THE SATYR'S CAGE - UNICORN'S POV - DAY

WE SEE THE TWO FIGURES SIDE BY SIDE: THE CLASSIC GOAT-FOOTED EMBODIMENT OF SHAGGY, MUSKY LUST -

CGI MORPH: - and the old ape with a twisted foot who seems to be forlornly imitating the limping jigs and erotic enticements of this impostor that draws its convincing reality from him...

EXT. CLOSE SHOT - THE UNICORN - DAY

THE UNICORN
((soft, wondering)
Spells of seeming. She cannot *make* things...

PULL BACK TO INCLUDE Schmendrick. He nods eagerly.

SCHMENDRICK
Nor truly change them. She can only disguise - and only for those eager to believe whatever comes easiest.

EXT. RUKH AND THE CROWD BEFORE THE NEXT CAGE  DAY

CU RUKH

RUKH
The Midgard Serpent.  He's got the whole world in his coils...

MOVE INTO the cage - which is simply filled with snake. There is no head to it, and no tail: nothing but a wave of scaly darkness rolling from one end of the cage to the other, BREATHING like distant THUNDER. We can see no real snake at all, only this incredible tide of the Serpent.

CUT BACK TO SCHMENDRICK AND UNICORN

The false horn still shines above the real one.

SCHMENDRICK
She can't turn cream into butter, but she can make a ratty old boa look like the Midgard serpent for eyes that want to see it...

MOVE IN CLOSE on Schmendrick.  He is staring intensely at the unicorn O.S., his earnest eyes filled with longing...

SCHMENDRICK (CONT'D)
...just as she'd put a false horn on a white mare to make them see a unicorn...

CLOSE SHOT - THE UNICORN

The unicorn - who, of course, cannot see her second horn - is becoming increasingly uneasy and confused, tossing her head. PULL BACK TO INCLUDE Schmendrick, as she turns to look long at him, seeming to see him for the first time.

SCHMENDRICK (CONT'D)
I know you. If I were blind, I would know what you are.

THE UNICORN
(softly)
Who are you?

SCHMENDRICK
I am called Schmendrick the Magician.
(pause - apologetic)
You won't have heard of me....

CAMERA IN SLOWLY in his nice, quizzical face, hopeful in spite of everything that perhaps she *has* somehow heard of Schmendrick the Magician.

BACK TO RUKH - SERPENT'S CAGE

RUKH
And on Judgment Day - the Serpent of the Midgard will spit a storm of venom at great Thor himself, till he tumbles over like a poisoned fly...

CAMERA MOVES INTO THE CAGE AS HE SPEAKS, AND THIS TIME, WE SEE THE MIGHTY SERPENT CHANGING INTO -

CGI MORPH - a bedraggled-looking boa constrictor coiled sullenly in a corner...

MEDIUM WIDE SHOT - THE UNICORN AND SCHMENDRICK

SCHMENDRICK
I entertain the sightseers as they gather for the show. It's not much of a job for a real magician, but I've had worse, and I'll have better one day. This is not the end - not for either of us...

MEDIUM CLOSE on the unicorn. She looks at him silently - then once more begins her slow, desparate round of the cage.

CU SCHMENDRICK
We SEE the sadness in his face as he watches her.

CLOSE SHOT - THE UNICORN

as she glances at the cage closest to her own. We SEE her REACT, suddenly stricken, frozen with terror. We hear a chilling hoarse SCREAM from the other cage.

EXT. CLOSE SHOT - THE HARPY IN HER DARK CAGE - DAY

She is absolutely terrifying, in a way that the Carnival's shadow-monsters cannot possibly be. She has the body of a great bronze bird, the shaggy round ears of a bear, and a hag's face - the whole dreadful ensemble topped with thick, youthful hair the color of moonlight. Perched on a crossbar, gripping it with deadly talons, she catches sight of the unicorn and makes a SOUND like a HISS and a CHUCKLE together.

BACK TO THE UNICORN

THE UNICORN
(almost in a whisper)
This one is real. This is the harpy Celaeno.

PULL BACK TO INCLUDE Schmendrick.

SCHMENDRICK
(low, frightened)
The old woman caught her by chance, asleep, as she took you. But it was an ill fortune, and they both know it. She should never have meddled with a real harpy, a real unicorn. The truth melts her magic, always...

BACK TO THE HARPY

She stretches her foot out before her, as though inspecting her talons; then begins to preen her knifelike feathers.

RUKH (O.S.)
Sister of the rainbow, believe it or not. Only three of them in the whole world...

The harpy REACTS silently to his VOICE.

MEDIUM WIDE SHOT - RUKH AND THE CROWD

trooping up to the harpy's cage.

RUKH (CONT'D)
She put up a fiercer fight than all our other beasts put together. It was like trying to bind all hell with a hair, but Mommy Fortuna's power is great enough

even for that. Creatures of night, brought to light. Polly want a cracker?

Few in the crowd laugh. CAMERA MOVES IN slowly on the harpy's clawed feet. We SEE them tighten on her perch until the wood begins to split.

BACK TO THE UNICORN AND SCHMENDRICK

SCHMENDRICK
She will free herself soon - very soon. She mustn't catch you caged...

THE UNICORN
I dare not touch the bars. They are cold iron, and they hurt me. My horn could open the lock, but I cannot reach it. I cannot get out.

UNICORN'S POV - THE BARS OF HER CAGE

through which we SEE Rukh and the crowd approaching. Rukh is unwontedly silent, looking back at the harpy, until he catches sight of Schmendrick at the Unicorn's cage.

RUKH
(calling angrily)
Hey, Schmendrick! Go on, get away from there! You know what she told you!

BACK TO SCHMENDRICK

SCHMENDRICK
(hastily, to the unicorn)
Don't be afraid. Schmendrick is with you. Do nothing till you hear from me...

He hurries away, pulling his ragged black cloak around him.

CAMERA FOLLOWS him from the unicorn's POV until he disappears between two of the outer cages.

EXT. THE UNICORN'S POV - RUKH AND THE CROWD - DAY

RUKH

(quietly)
The unicorn.

He steps aside. CAMERA MOVES through the bars into the crowd, HOLDING on the different REACTIONS to the unicorn...

CLOSE SHOT - A GIGGLY YOUNG COUPLE

They stop in their tracks, suddenly reaching for one another's hands...

CLOSE SHOT - AN OLD MAN

He stares at the unicorn, and then begins to cry silently...

PAN ON to a MOTHER who lifts her small CHILD and holds him up to see...

THE UNICORN - CROWD'S POV

To most onlookers' eyes, she has just one horn - the *false* one...

CLOSE SHOT - A LOVELY YOUNG GIRL

who gazes in silent, smiling rapture, until tears begin to drift down her cheeks.

GIRL
Look, she has *two* horns.., Nobody takes notice of her.

CU GIRL'S EYES
CAMERA MOVES CLOSE into her eyes, where we SEE the REFLECTION of the unicorn...

EXT. NIGHT THE MOON

PULL BACK TO FULL SHOT - THE MIDNIGHT CARNIVAL

PAN SLOWLY over the black wagons to MOVE IN on the harpy in her cage. Her pale, heavy eyes are closed, but they open as the CAMERA MOVES IN, blazing in the growing darkness.

RUKH (V.O.)
(hoarse, nervous)
I don't care how many damn spells you've got on her...

EXT. CLOSE SHOT - MOMMY FORTUNA AND RUKH - NIGHT

facing each other tensely near the harpy's cage.

RUKH

GET RID OF HER. GET RID OF HER, BEFORE SHE...SHE *THINKS* ABOUT IT ALL THE TIME, WHAT SHE'S GOING TO DO TO US -

MOMMY FORTUNA
(fiercely)
Fool, be still! No other witch in the world holds a harpy captive, and none ever will. I choose to keep her...

EXT. CLOSE SHOT - THE HARPY - NIGHT

At these words, she makes a SOUND as shrill as a spear, and spreads the horrid glory of her bronze wings. We SEE the bars of her cage begin to GLOW AND BURN, on the edge of melting altogether.

BACK TO MOMMY FORTUNA AND RUKH

RUKH
(a wail of terror)
She's breaking loose!

He wheels and dashes away into the darkness. Mommy Fortuna faces the harpy calmly, making strange gestures in the air with her twiggy fingers.

MOMMY FORTUNA
(low, intense)
Not yet...not yet...

And the cage bars TURN TO SOLID IRON once more. The harpy sinks back down on her perch, waiting.

MOVE IN ON the unicorn, silently watching them. A light pulsing GLOW streams up her real horn.

BACK TO MOMMY FORTUNA AND THE HARPY

MOMMY FORTUNA (CONT'D)
(to the harpy)

You're mine. If you kill me, you're still mine.

The harpy glares at her, but does not make another sound.

CLOSE SHOT /PAN TO WIDE SHOT on Mommy Fortuna. She CHUCKLES, then strolls towards the unicorn's cage in b.g.

MOMMY FORTUNA (CONT'D)
(to the unicorn)
Well, you can't complain about the company you keep here, can you?

CLOSE SHOT MOMMY FORTUNA

MOMMY FORTUNA (CONT'D) (CONT'D)
She's as real as you are, and just as immortal. And she was just as easy to capture, if you want to know

CLOSE SHOT UNICORN

THE UNICORN
(quietly)
Do not boast, old woman. Your death sits in that cage and hears you.

CLOSE SHOT / MOVE IN TO CU MOMMY FORTUNA

MOMMY FORTUNA
(calmly)
Yes. But at least I know where it is. Oh, she'll kill me one day or another, but she will remember forever that I caught her, that I held her prisoner...
(brightly)
So there's *my* immortality, eh? Now *you* were out on the road hunting for your own death. And I know where *that* one is too...

BACK TO THE UNICORN'S CAGE

The unicorn REACTS, coming out of the dark rear of her cage, moving as close to the bars as she dares.

THE UNICORN

The Red Bull? Where can I find the Red Bull?

MEDIUM/MOVE IN TO CLOSE ON MOMMY FORTUNA

MOMMY FORTUNA
(low)
The Red Bull of King Haggard...So you know of the Bull. Well, he'll not have you. You belong to me.

CLOSE SHOT - THE UNICORN

THE UNICORN
(gently)
You know better. Keep your poor shadows, if you will, but let me go. Let *her* go...

PULL BACK AND PAN TO INCLUDE HARPY

THE UNICORN (CONT'D)
I cannot see her caged. She is like me - we are two sides of the same magic. Let her go.

CLOSE SHOT - THE HARPY - NIGHT

For just a moment, a dreadful little smile writhes across the hating human face.

BACK TO MOMMY FORTUNA

MOMMY FORTUNA
(furious, passionate)
I'd quit show business first! Do you think I don't know what the true witchery is, just because I do what I do? There's not a witch in the world that hasn't laughed at Mommy Fortuna and her homemade horrors, but there's not one of them who would have dared -

BACK TO THE UNICORN

THE UNICORN

We are not for you. You know that. Old woman, *listen* -

But Mommy Fortuna turns swiftly and walks toward her wagon. Suddenly she turns again, grinning spitefully.

MOMMY FORTUNA
Who *are* you for, then? Did you really think those fools knew you without any help from me?
(laughs)
No, I had to give you an aspect they could understand, and a horn they could see. These days, it takes a cheap carnival trick to make folk recognize a real unicorn. In this whole world, only the Red Bull will know you when he sees you. Only the Red Bull...

She VANISHES into her wagon.

MED SHOT - THE UNICORN

The CAMERA MOVES IN SLOWLY, and the false horn BURNS with red and yellow and poison-green COLORS that we never saw before. The unicorn shrinks back in sudden shamed understanding.

BACK TO THE HARPY

watching from her cage. Again she stretches her terrible wings, but the bars hold, and she subsides once more...

DISSOLVE TO:

EXT. MED SHOT - SCHMENDRICK THE MAGICIAN - DAY

Standing on a box just beyond the outer cages, he is doing tricks for a new crop of SPECTATORS - or trying to, at any rate, for it becomes immediately obvious that he is a spectacularly inept magician. As we MOVE IN, he holds up a pitcher of water, exhibits it to the crowd -

MED CLOSE SHOT - AUDIENCE

BACK TO SCHMENDRICK

gestures elaborately over it and suddenly finds himself with a disastrous armful of water, as the pitcher DISAPPEARS in a white puff...

CLOSE ON THE SPECTATORS

shrieking with LAUGHTER.

CLOSE SHOT - SCHMENDRICK

Wet and humiliated, he turns to glance at the unicorn.

EXT. CLOSE SHOT - THE UNICORN IN HER CAGE

watching Schmendrick silently. The LIGHT of the false horn above her eyes all but obscures the true, magical one.

EXT. MED SHOT - RUKH LEADING THE CROWD - DAY

PAN ahead to show that he is guiding them toward the cage of the half-dead crocodile/dragon.

BACK TO SCHMENDRICK

still performing badly...takes his hat off and a rabbit is sitting on his head. He reaches into the hat for the rabbit and can't find it - then turns the hat upside down and shakes it violently. The rabbit messes on his head.

CLOSE SHOT - THE UNICORN

She sees all this...

BACK TO SCHMENDRICK

who glances over at her and makes a helpless little gesture, mortally embarrassed...

EXT. MED SHOT - RUKH BEFORE THE SATYR'S CAGE - DAY

RUKH
The satyr. Captured under curious circumstances, revealed for a token fee after the show, to gentlemen only...

EXT. CLOSE SHOT - THE HARPY - DAY

watching everything, waiting. PAN from her cage to the crowd now gathered in awed silence before the unicorn's cage.

REVERSE ANGLE - AUDIENCE POV

The unicorn with one horn.

EXT. FULL SHOT - HIGH ANGLE - THE MIDNIGHT CARNIVAL - SUNSET

The sun VANISHES into streaked, dirty clouds, and DARKNESS begins to hide the black wagons.

EXT. THE UNICORN'S CAGE - NIGHT

She is standing motionless, with the false golden horn still BRIGHT on her forehead.

EXT. WIDE SHOT MIDNIGHT CARNIVAL

PAN to the harpy's cage and we SEE Mommy Fortuna standing close to the bars, checking the locks and the charms that hold the immortal monster prisoner. The harpy watches her without a sound.

MOMMY FORTUNA
Not yet...not yet...
(a sudden weary cackle)
Just have to wait a while longer, my dear.

We SEE her from the harpy's POV as she turns away.

CU THE HARPY

patient as always...

EXT. WIDE SHOT - SCHMENDRICK - NIGHT

as he comes hurrying through the darkness toward the unicorn's cage: zigzagging with elaborate caution, VANISHING and REAPPEARING in the shadows.

MEDIUM WIDE/CLOSE SHOT

as he reaches her cage and bows joyously.

SCHMENDRICK
(proudly)

Schmendrick is with you.

MEDIUM WIDE SHOT - THE UNICORN

She moves closer to the bars.

THE UNICORN
(low, toneless)
There is magic on me. Why did you not tell me?

CLOSE SHOT - SCHMENDRICK

SCHMENDRICK
(taken aback)
I thought you knew...Didn't you wonder at all how it could be that they recognized you?
(smiles)
No, of course not. You never would wonder about that...

THE UNICORN
There has never been a spell on me before. I have never gone unseen - unknown...

SCHMENDRICK
(just a bit tartly)
Well, you've been very lucky, then..

CAMERA MOVES IN on him from the unicorn's POV.

SCHMENDRICK (CONT'D)
It's a rare man who is taken for what he truly is. Look well at me. How do you see this poor clown?

BACK TO THE UNICORN

THE UNICORN
(quietly, after a long pause)
I think you do mean to help me...

BACK TO SCHMENDRICK

SCHMENDRICK

(with a wry smile)
Well, that will have to do, won't it?

BACK TO THE UNICORN

THE UNICORN
Can you truly set me free?

BACK TO SCHMENDRICK

SCHMENDRICK
I have been Mommy Fortuna's carnival trickster for a very long time. But I always knew I was Schmendrick the Magician, the last of the red-hot swamis. And I too am real. Like you. Like *her*...

EXT. CLOSE SHOT - THE HARPY - NIGHT

as she watches them from her cage.

BACK TO THE UNNICORN AND SCHMENDRICK

THE UNICORN
Where is the other man?

SCHMENDRICK
Rukh? Don't worry about him. I asked him a riddle, and it always takes that lout all night to solve riddles.
(pushes back his sleeves)
And now...

CAMERA MOVES IN CLOSE on him as he begins his magical passes, almost crooning the spell.

SCHMENDRICK (CONT'D)
*Shaara sineverel, morlin sudai, suli nomira, adi sulibai*...

EXT. MED SHOT - THE UNICORN - NIGHT

As Schmendrick continues to CHANT O.S., the cage DISSOLVES into bright fog, until she is back in her forest, exactly as it was in the night when she left it...

CLOSE SHOT - THE UNICORN

She utters a soft CRY and takes a couple of steps forward disappearing into the mist noq filling the cage - only to halt as the bars begin to become DIMLY VISIBLE again: solid and real, just under the skin of Schmendrick's beautiful imagining. The unicorn stands very still as her forest FADES around her, and the Midnight Carnival REAPPEARS.

BACK TO SCHMENDRICK UNICORN'S POV THROUGH BARS

obviously disappointed, but still hopeful.

SCHMENDRICK
I'm sorry. I would have liked it to be that one...

CLOSE SHOT - THE UNICORN

She does not respond.

WIDE SHOT - SCHMENDRICK

SCHMENDRICK (CONT'D)
(trying another spell)
Erchula, issula - issu menaga, menagala...

MOVE IN FOR CLOSE SHOT

SCHMENDRICK (CONT'D)
This is a surer spell. The bars are now as brittle as old cheese, which I crumble and scatter, *so* -

He grips the bars with both hands, confidently

UNICORN'S POV - THROUGH BARS

then GASPS and snatches his hands away. Each long finger is dripping blood...

SCHMENDRICK
(mastering himself)
I must have gotten the accent wrong. It comes and goes...

THE UNICORN
(gently)
Try again.

CAMERA MOVES IN on Schmendrick as he takes a long, deep breath and tries again. He WHISTLES three eerie notes, and quickly tosses a handful of green powder in the air. The powder puffs up in a single silent FLASH of green...

SCHMENDRICK
*Lith corlin...porush...kai, kai dolair...*

WIDE SHOT HIGH ANGLE UNICORN'S CAGE

The cage is beginning to grow bigger expanding in all directions, like a balloon before it explodes. The green flashes fill the cage now, almost hiding the unicorn. She makes a small sound of despair.

BACK TO SCHMENDRICK

white with fear and frustration.

SCHMENDRICK
Ah, no!...*Lith corlin, caranim, caranim...*

The cage slowly shrinks back towards normal size.

SCHMENDRICK (CONT'D)
(heavily)
No more - no more. The next time, I might not be able...

His voice trails away hopelessly.

CU UNICORN

THE UNICORN
Try again. You are my friend. Try again.

But Schmendrick, smiling bitterly, is fumbling through his pockets.

SCHMENDRICK
I knew it would come to this. I dreamed it differently, but I knew.
(Holds up a ring of rusty keys)
You deserve the services of a great wizard, but I'm afraid you'll have to settle for a second-rate pickpocket...

MOVE IN CLOSE on his hands, and on the lock, as he inserts a key. The cage door does not open, but the lock suddenly CRIES OUT mockingly in Mommy Fortuna's VOICE.

THE LOCK
Ho-ho, some magician! *Some* magician!

SCHMENDRICK
(mumbling)
Ah, turn blue...

He bends intently over the lock.

EXT. CLOSE SHOT - THE MANTICORE - NIGHT

The great pseudo-beast is awake, crowding close to the bars of its cage to stare at what is happening O.S. PAN away to the dragon...then to the Midgard Serpent...to the satyr...all making no sound, but *watching*.

EXT. CLOSE SHOT - THE HARPY - NIGHT

There is a terrible eagerness about her now.

EXT. CLOSE SHOT - THE UNICORN

staring at the harpy as Schmendrick labors over the lock.

THE UNICORN
(urgent)
Hurry...

Schmendrick twists the key, and the lock SNAPS open with one last GRUNT of contempt. He opens the cage door.

SCHMENDRICK
(triumphantly)
Step down, lady. You are free.

CAMERA IN on unicorn as she steps lightly to the ground. The false horn VANISHES, but she seems to shine the brighter for it. The real horn GLITTERS in blue light...

BACK TO an awed Schmendrick, staring at her.

SCHMENDRICK (CONT'D)
(softly)
Oh...You looked - you looked different in the cage...

MEDIUM WIDE SHOT - THE UNICORN

looking around calmly.

EXT. CLOSE SHOT - RUKH - NIGHT

as he emerges from the shadow of the dragon's cage,lumbering towards them, calling Schmendrick.

RUKH
Okay, Schmendrick, I give up. Why is a raven like a writing desk?

BACK TO THE UNICORN AND SCHMENDRICK

The unicorn moves quickly away, VANISHING into shadow, as Schmendrick turns to face Rukh.

BACK TO RUKH
From his POV we SEE Schmendrick and the empty cage with its door swinging open. Rukh feels his pocket, looking puzzled.

RUKH
You've taken my keys...
(beginning to grin savagely)
Why, you thin thief...She'll string you on barbed wire to make a necklace for the harpy.

He turns, starts swiftly toward Mommy Fortuna's wagon.

BACK TO SCHMENDRICK

SCHMENDRICK
(to the unicorn)
*Run*!

He makes a frantic flying leap and lands on Rukh's back, wrapping his long arms around the other's head and neck. They fall to the ground, grappling in desperate silence.

WIDE SHOT - THE UNICORN - NIGHT

PAN with her as she races in b.g. through the Midnight Carnival, heading for the manticore's cage.

CLOSE SHOT - THE MANTICORE

GROWLING and WHIMPERING and lying flat. PULL BACK AND PAN TO THE DOOR as the unicorn reaches his cage and touches her horn to the lock.

ZOOM IN on the cage door as the lock GLOWS blue when touched by the unicorn's horn. The lock PURRS with pleasure - the door swings open, and a bewildered but disenchanted lion leaps to the ground.

BACK TO CU LOCK

LOCK
(in ecstasy)
Oh yes, *yes*...do it again...

WIDE SHOT - THE UNICORN RUNNING - NIGHT

PAN WITH her as she races AWAY FROM CAMERA and reaches the dragon's cage, where the same process is repeated...

CU CAGE DOOR AND LOCK

The unicorn touches the lock with her horn, and it turns a bright pink and GIGGLES...

MEDIUM SHOT - THE UNICORN

She is gone to the next cage before the door opens. PULL BACK TO WIDE while a phlegmatic old crocodile slithers heavily out of the cage.

EXT. CLOSE SHOT - RUKH AND SCHMENDRICK - NIGHT

They are rolling on the ground, GASPING, GRUNTING, first one and then the other on top. Schmendrick gets his knees on Rukh's shoulders for a moment...

SCHMENDRICK
(panting)
You waste, you desolation - I'll set all your toenails growing inward, you mess with me...

Rukh sits up, hurling Schmendrick several feet away,

RUKH
(amused)
You can't turn cream into butter.

He pounces, closing his big hands on the magician's throat..

EXT. CLOSE SHOT - THE UNICORN AT THE SATYR'S CAGE - NIGHT

The door is already open, and the old ape comes bounding out. In b.g. the LOCK is still GLOWING purple, WHISPERING..

LOCK
Oh, don't go, I love it!

CU THE APE

looking back with astonishment.

CU THE LOCK
looking insulted...

LOCK (CONT'D)
Not you, banana-breath...

We hear the harpy SCREAM O.S. The lock looks terrified...

LOCK (CONT'D)
Oh, no...

CLOSE SHOT - THE HARPY

Her eyes and dreadful face blazing with triumph, she stands up on her perch and begins to beat her bronze wings - slowly at first...

CLOSE SHOT - THE BOA CONSTRICTOR

The former Midgard Serpent is wriggling away from the Midnight Carnival as fast as it can go. It is overtaken by the fleeing ape, who leaps over it and is gone...

BACK TO THE HARPY

Her cold, slow wingbeats are shaking the cage now as she calls her power in. In the LIGHT of a bloodshot moon, she is swollen gold, LAUGHING, her streaming hair kindling...

BACK TO RUKH AND SCHMENDRICK

still struggling in the shadow of the unicorn's cage. As we WATCH, Schmendrick manages to strike heavily with the ring of keys, then push the dazed Rukh off him and get to his knees. PAN from his terrified face to the harpy.

WIDE SHOT - THE UNICORN IN THE CIRCLE OF EMPTY WAGONS

She stands very still for a moment - then begins to walk toward the harpy's cage.

BACK TO SCHMENDRICK

still on his knees, SHRIEKING at the unicorn.

SCHMENDRICK
*No*! She'll kill you! *Run* - she'll kill you if you set her free!

BACK TO THE HARPY

watching the unicorn come toward her. We HEAR her compelling, almost seductive VOICE.

THE HARPY
*I will kill you if you set me free. Set me free. We are sisters, you and I...*

INT. MOMMY FORTUNA'S WAGON - NIGHT

The witch has heard *something* going on, and suddenly wakes.

EXT. THE HARPY'S CAGE - NIGHT

as the unicorn reaches the cage. The harpy stops beating her wings, and they look at one another in the silence.

CU THE UNICORN

She lowers her head until her horn touches the lock of the harpy's cage. The lock SCREAMS in sheer terror.

LOCK

*No!*

BACK TO SCHMENDRICK

SCHMENDRICK

*No!*

BACK TO THE HARPY

She lifts her wings, and the four sides of her cage fall away and down.

FULL SHOT / HIGH ANGLE - THE HARPY

She blooms out of the wreckage, leaping up into the air, terrible and free, SCREAMING. HOLD on her as she circles overhead for a moment - then strikes....

BACK TO THE UNICORN

who rears joyously to meet the harpy's stoop, striking out with her horn. She misses, but so do the harpy's clutching talons as she ZOOMS INTO SHOT CU / FAST PULLBACK TO FULL SHOT as the harpy swings away, circling again, her bronze wings CLANGING.

BACK TO SCHMENDRICK

looking on in terror. Behind him we SEE Rukh groggily getting to his feet.

BACK TO HIGH ANGLE WIDE SHOT - THE UNICORN AND THE HARPY

circling one another under the moon...

EXT. WIDE SHOT - MOMMY FORTUNA

as she comes out of her wagon – takes in the disaster – and rushes forward towards the unicorn.

CLOSE SHOT - THE HARPY

She swings overhead once more, LAUGHING with delight - then folds her wings and strikes, seemingly straight at the unicorn. PULL BACK as she hurtles down, and we SEE that she will miss the unicorn altogether - that she is aiming at something beyond her...

EXT. CLOSE SHOT - MOMMY FORTUNA

stretching out her arms as though to embrace the harpy. HOWLING triumphantly at both the harpy and the unicorn.

MOMMY FORTUNA
*Not alone*! You never could have freed yourselves alone! I held you!

The shadow of the harpy falls over her...

LOW ANGLE WIDE SHOT

The harpy FILLS THE SCREEN, swooping down on her. We HEAR Mommy Fortuna's last, terrible SCREAM...

EXT. CLOSE SHOT - THE UNICORN

She hesitates only a moment - then gives a clear challenging CRY and starts toward the harpy...

EXT. MED SHOT - THE HARPY - NIGHT

crouched over the body of Mommy Fortuna. Her bronze wings are turning red...

BACK TO THE UNICORN

She halts, realizing that she is too late...

CLOSE SHOT - SCHMENDRICK

He stumbles up to her, almost falling, supporting himself by gripping her mane. His face is like a frightened child's face, and he is babbling dazedly.

SCHMENDRICK
Run, *run*, you must run! Run away from here now...

THE UNICORN
(quietly)
No. Come with me. Come with me.

She turns and begins to walk slowly away from the Midnight Carnival. Schmendrick staggers after her. She walks slower to allow him to catch up.

CU SCHMENDRICK

O.S. we HEAR the sudden BOOM of bronze wings, a CLATTER of footsteps, and Rukh's brief SCREAM. Schmendrick stops, begins to turn.

CLOSE SHOT UNICORN

THE UNICORN
Don't look back. You must never run from anything immortal. It attracts their attention.

She keeps walking, ...

WIDE SHOT UNICORN WALKING AWAY FROM CAMERA INTO B.G.

After a moment Schmendrick follows.

EXT. CLOSE SHOT - THE HARPY - NIGHT

taking wing again, circling over the Midnight Carnival, BURNING brighter than the moon, and obviously looking around for the two creatures who escaped her vengeance.

EXT. MED SHOT - THE WOODS BEYOND THE CARNIVAL - NIGHT

HOLD ON the unicorn and Schmendrick, as they flee across the night together, step by step - two small figures disappearing under the trees.

EXT. EXTRA WIDE HIGH ANGLE SHOT - THE HARPY

hovering in the night, still looking for them.

DISSOLVE TO:

EXT. A ROADSIDE - CLOSE SHOT - SCHMENDRICK - DAY

Crouched by the road in a misty morning rain, drawing his cloak close around his body, he is plainly just emerging from his terror and shock.

CLOSE SHOT - THE UNICORN

silently watching him.

BACK TO SCHMENDRICK

SCHMENDRICK
The poor old woman...I didn't want it to...I didn't *know*...

NEDIUM SHOT - THE UNICORN AND SCHMENDRICK

Schmendrick lifts his head and looks at the unicorn, with some accusation in his eyes.

THE UNICORN
She knew. She chose her death long ago. It was the fate she wanted.

SCHMENDRICK
And you...you don't have any - you have no regret?

CU UNICORN

THE UNICORN
(gently)
No. I can never regret.

BACK TO MEDIUM SHOT - UNICORN AND SCHMENDRICK

Schmendrick looks away from her.

THE UNICORN (CONT'D)
I can sorrow, but it's not the same thing...

UNICORN'S POV - SCMHENDRICK

MOVE IN as he manages to pull himself together again and turns to the unicorn.

SCHMENDRICK

(soft, shaky)
Where will you go now?

CLOSE ON UNICORN

THE UNICORN
I am looking for my people. Have you seen them, magician? They are wild and seawhite like me.

BACK TO SCHMENDRICK

SCHMENDRICK
I have never seen anyone like you, not while I was awake. They are surely gone, lady, all but you.

MEDIUM SHOT - UNICORN

THE UNICORN
Others have seen them. A butterfly told me of a Red Bull, and Mommy Fortuna spoke of a King Haggard. So I am going where they are, to learn whatever they know...

PULL BACK TO WIDE SHOT as she turns away and begins to walk on along the road.

BACK TO SCHMENDRICK
Schmendrick scrambles to his feet and follows her.

SCHMENDRICK
Take me with you.

BACK TO UNICORN
The unicorn looks back at him once, then moves on.

BACK TO SCHMENDRICK

SCHMENDRICK
I might be useful. I know the way into Haggard's country, and the languages of the lands between here and there...

BACK TO UNICORN MEDIUM WIDE

She is plainly about to vanish into the sticky mist. Schmendrick keeps following doggedly...

SCHMENDRICK (CONT'D)
And a friendly heart may be as welcome as water one day, where you are going...

EXT. CLOSE SHOT - THE UNICORN IN THE MIST - DAY

She halts, then turns again and waits for Schmendrick to catch up with her.

SCHMENDRICK
(hesitantly)
Take me with you. For laughs, for luck, for the unknown. Take me with you.

THE UNICORN
(after a pause)
No one has ever travelled with me...

CLOSE SHOT THE UNICORN

THE UNICORN (CONT'D)
...but then no one ever caged me before, or took me for a white mare, or disguised me as myself...
(pause)
So you may come with me, if you like - though I wish you had asked for some other reward.

SCHMENDRICK
(smiles sadly)
I thought about it. But you could never have granted my true wish.

MEDIUM SHOT - SCHMENDRICK'S POV - THE UNICORN

THE UNICORN
No. I cannot turn you into something you are not, I cannot turn you into a true magician.

CU SCHMENDRICK

SCHMENDRICK
I didn't think so. It's all right. Don't worry about it.

MEDIUM SHOT  SCHMENDRICK AND THE UNICORN

THE UNICORN
I'm not worrying about it.

They begin to walk on together, AWAY FROM CAMERA.

THE UNICORN (CONT'D)
What do you know of King Haggard?

SCHMENDRICK (V.O.)
Only what I have heard. He is an old man who rules over a barren country by the sea...

EXT. FULL OVERHEAD SHOT - A SPRINGTIME VALLEY - DAY

The valley is soft and rolling, white with apple blossoms, violet with plum cherry and dogwood blossoms.

WIDE SHOT - THE UNICORN AND SCHMENDRICK

PARALLEL TRACKING as they walk through golden cornfields with waving ears, mostly covered by the grain

SCHMENDRICK (V.O.)
Some say that Haggard's land was green and soft once, before he came  but he touched it, and it withered..

THE UNICORN (V.O.)
Tell me about the Red Bull.

SCHMENDRICK (V.O.)
(slowly)
The Red Bull...

EXT. MED SHOT - A RIVER - DAY

We SEE the unicorn and Schmendrick fording the river, carefully picking their way from stone to stone (Schmendrick slips once or twice), as their VOICES CONTINUES OVER.

SCHMENDRICK (V.O.)
I have heard too many tales. The Bull is real, the Bull is a ghost -the Bull is Haggard himself, when the sun goes down...

EXT. LONG SHOT - A STEEP BLUFF - DAY

The landscape is becoming rougher, more desertlike. The unicorn and Schmendrick are scrambling up the cliffside far in the distance.

MEDIUM SHOT THE BLUFF - DAY

The unicorn manages the ascent effortlessly; but the magician is PUFFING hard...

CU SCHMENDRICK'S BOOT
...and when a foothold crumbles beneath his boot...

CLOSE SHOT - SCHMENDRICK

he grabs a hasty hold of the unicorn's tail.

CLOSE SHOT UNICORN

She turns her head and looks at him silently,

BACK TO SCHMENDRICK

He quickly lets go of her tail. Their VOICES CONTINUE OVER.

SCHMENDRICK (V.O.)
The Red Bull protects Haggard, or else it keeps him a prisoner in his own castle. The Bull belongs to Haggard. Haggard belongs to the Bull...

WIDE SHOT THE TOP OF THE BLUFF - DAY

They reach level ground, and the unicorn looks ahead...

FULL SHOT - THE WAY AHEAD - UNICORN'S POV

It is a bleakly depressing landscape that looks more dark and sinister as their road leads on...

CLOSE SHOT - THE UNICORN

As she gazes broodingly over the barren hills and skeletal plains, they gradually

DISSOLVE TO FANTASY:

EXT. FULL SHOT  THE HILLS AND PLAINS UP THE HORIZON

A swirl of white forms blowing away in a DISTANTLY BELLOWING red wind. and great yellow horns shaking...The butterfly's VOICE is once again HEARD OVER. (ECHO)

THE BUTTERFLY (V.O.)
*"They passed down all the roads long ago,*
*and the Red Bull ran close behind them*
*and covered their footprints..."*

BACK TO THE UNICORN

She shakes her head to DISSOLVE THE VISION, turns briskly and starts on again.

MEDIUM SHOT - SCHMENDRICK

hurrying to keep pace with her.

WIDE SHOT REVERSE ANGLE

He almost stumbles again, as she disappears around a curve in the b.g.

WIDE SHOT - SCHMENDRICK AND THE UNICORN - DUSK

They are on their way down the mountain, in the distance we can see an actual village

DISSOLVE TO:

EXT. MED SHOT - A VILLAGE - TWILIGHT

We SEE thatch-roofed huts, dirt streets, a small church, an open square....

EXT. THE MARKET SQUARE CLOSE SHOT - SCHMENDRICK - EVENING

as he performs in the square by LANTERN LIGHT. He is juggling lighted candles, obviously nervous.

MEDIUM SHOT  THE AUDIENCE

We PULL BACK TO SHOW that his AUDIENCE is composed of PEASANTS and their CHILDREN, looking on attentively and beginning to APPLAUD

BACK TO SCHMENDRICK

as the candles spin above Schmendrick's head.  At this sign of approval, he begins to lose control...

CU SCHMENDRICK'S HANDS

beginning to get shaky...

CU THE CANDLES IN THE AIR

beginning to spin out of order...

MEDIUM SHOT LOW ANGLE - SCHMENDRICK

as the candles come scattering down all around him.

EXT.  CLOSE SHOT - A HIDDEN CORNER NEAR THE SQUARE - THE UNICORN EVENING

She watches it all, unseen.

CU A LITTLE GIRL

in the front rank of viewers, holding her rag doll tightly.

CLOSE SHOT - SCHMENDRICK

He catches her eye, smiles at her, and makes a gesture toward the doll. She hesitates, then hands it to him.

Schmendrick sets the doll down on the ground, spreads his hands over it, and whispers to it.

CLOSE SHOT - THE DOLL

It stands up stiffly, marches back and forth at Schmendrick's direction, and walks back to its enraptured owner.  Schmendrick

bows to the APPLAUSE. CRANE UP across the square toward the rising moon.

CLOSE SHOT - THE UNICORN

looking up at the moon...

EXT. CLOSE SHOT - THE FULL MOON - UNICORN'S POV - EVENING

As we WATCH, the moon seems to swell and flow, its shape shifting rapidly, impossibly and then to DISSOLVE into the vast, charging form of the Red Bull!

EXT. CLOSE SHOT - THE RED BULL

rushing towards us, almost FILLING THE SCREEN....

EXT. CLOSE SHOT - THE UNICORN

She rears up magnificently to challenge him, as she did the harpy, her horn BLAZING...

EXT. CLOSE SHOT - THE MOON

once again its normal size and shape. There is no sign of the Red Bull.

PULL BACK TO INCLUDE the small, wondering figure of the unicorn. MOVE IN FOR CU as she turns her head BACK TO Schmendrick still performing in the market square.

EXT. CLOSE SHOT SCHMENDRICK - EVENING

He bows to a LITTLE FAT MAN in the front row, who wears a gaudy chain of office across his waistcoat.

SCHMENDRICK
Mr. Mayor, if I might borrow those oranges I sense in your pockets...

The MAYOR beams, reaches into his pockets and tosses Schmendrick several oranges. Schmendrick begins to throw them up into the air

CLOSE SHOT - THE ORANGES AGAINST THE EVENING SKY

They TURN to flowers as they spin above his head - and then, unfortunately, TURN to overage tomatoes, CU - which plop to the ground,...

PAN UP - ...splattering his cloak.

CU - A hugely embarrassed Schmendrick.

BACK TO AUDIENCE

Over their LAUGHTER, we HEAR RAPID HOOFBEATS approaching...

EXT. MED CLOSE SHOT - FIELDS BEYOND THE VILLAGE - EVENING

MEDIUM WIDE LOW ANGLE - A DOZEN RAGGED HORSEMEN

They come galloping into the square, WHOOPING and YELLING, scattering the townsfolk before them.

WIDE SHOT HIGH ANGLE - THE SQUARE

The riders form a line and clatter around the square: some swing SCREAMING CHILDREN up to their saddles; others lean down to snatch plates and wineskins...

CAMERA MOVES IN on their LEADER: a seven-foot ruffian, distinguished from his cohorts by the rings and bells and bracelets that are sewn to his tattered jerkin. PAN WITH HIM riding by, as he grabs Schmendrick's hat off his head, jams it onto his own, and rides on ROARING. It is a scene of terrifying chaos...

CLOSE SHOT - THE MAYOR

He steps forward abruptly, catches the Leader's eye and snaps his fingers...

CLOSE ON THE OUTLAW LEADER

He turns and snaps his own fingers. PULL BACK as instant silence descends upon the square. The outlaws begin putting the children down, and giving back most of the wineskins...

THE MAYOR
(calm and cold)
Jack Jingly, if you please...

BACK TO THE OUTLAW LEADER (JACK JINGLY)

The fun's plainly over. Still wearing Schmendrick's hat, he dismounts heavily and walks toward the Mayor.

JACK JINGLY
(a gruff chuckle)
Evenin', Yer Honor.

THE MAYOR
I don't see why you can't come riding in quietly, like civilized people.

JACK JINGLY
Ah, the boys don't mean no harm, Yer Honor. How else would we know we was outlaws, if we didn't make a wee racket now and again?
(takes a small pouch from his belt and hands it to the Mayor)
There ye be, Yer Honor. It ain't much...

THE MAYOR
(shakes the pouch, peers into it)
It certainly *isn't* much. It isn't even as much as last month's take, and that was little enough.

JACK JINGLY
Well, it's hard times. Travelers got no more money than we. Can't squeeze blood outen a turnip, ye know.

THE MAYOR
(grim, threatening)
*I* can...
(shakes his fist)
And if you're holding out on me, I'll squeeze you my friend - I'll squeeze you to pulp and peel, and let the wind take you. Away, villains!

Jack Jingly turns away sullenly, muttering to himself.

CLOSE SHOT - SCHMENDRICK

He clears his throat and steps forward.

SCHMENDRICK
I'll have my hat, if you please...

BACK TO JACK JINGLY

who turns back to regard Schmendrick ominously. PULL BACK TO INCLUDE Schmendrick, speaking more firmly now.

SCHMENDRICK (CONT'D)
My hat. Please.

JACK JINGLY
And who be you, pray?

CLOSE ON SCHMENDRICK

SCHMENDRICK
(proud, defiant)
I am Schmendrick the Magician, and I make a bad enemy. My hat.

BACK TO JACK JINGLY

He looks like a volcano just about to erupt...

JACK JINGLY
A magician, is it...?

Very deliberately, he remounts his horse. PULL BACK TO INCLUDE Schmendrick and the townsfolk as he walks the horse toward Schmendrick and halts there, looming over him. MOVE IN CLOSE as he pulls a rusty dagger from his belt, points it at Schmendrick.

JACK JINGLY (CONT'D)
Na, then, if you be a magician turn ma nose green. Show me some magic, or show me yer heels!

THE MAYOR
(warningly)

JACK JINGLY, THE MAGICIAN IS MY GUEST -

SCHMENDRICK

(interrupting)
Very well. *On your head be it*...

He makes a quick magical pass, and MUTTERS something we cannot hear. ZOOM IN on Jack Jingly, as Schmendrick's hat snatches itself from his head, rising straight up into the air! Jack Jingly lets out a startled YELP and grabs for it, but it slips through his hands...

CU THE HAT

floating slowly through the night air, silent as an owl...

MED CLOSE SHOT - THE TOWNSFOLK AND THE OUTLAWS

REACTING in astonishment and alarm. PAN past a couple of fainting women TO the Mayor, who sits down abruptly...

EXT. CLOSE SHOT - THE UNICORN - EVENING

She REACTS in surprise herself.

WIDE SHOT - THE SQUARE - UNICORN'S POV - EVENING

The hat sails down the length of the market square.

EXT. CLOSE SHOT - A HORSE TROUGH IN THE SQUARE - EVENING

The hat DRIFTS DOWN INTO SHOT - scoops itself full of water - then rises again...

CUT BACK TO WIDE REVERSE ANGLE

...and heads back toward the crowd in the b.g.

MED SHOT - THE HAT'S POV - TOWNSFOLK AND OUTLAWS

MOVE IN FAST on Jack Jingly, who sees it coming straight for him. He covers his unwashed head with his hands.

JACK JINGLY
Na, na - call it off!

CLOSE SHOT - SCHMENDRICK

smiling triumphantly, eagerly beckoning the hat on...

REVERSE ANGLE - SCHMENDRICK AND JACK JINGLY

The hat's flight suddenly begins to curve away - directly towards the Mayor!

CU SCHMENDRICK

absolutely horrified. PULL BACK AND PAN TO MEDIUM SHOT, as he tries to catch the hat at the last second...

CLOSE SHOT - THE MAYOR AND SCHMENDRICK

... just when the hat twists and empties all the water on their heads. The appalled Schmendrick has avoided the worst of it, but the water soaks the Mayor and splatters the people around him.

CLOSE SHOT - JACK JINGLY, OUTLAWS

ROARING with LAUGHTER...

BACK TO THE MAYOR

Humiliated and furious, he turns on Schmendrick, who is frantically trying to dry him off with his wet cloak.

THE MAYOR
(spluttering)
This is how a magician returns our hospitality? Perhaps a few nights in our stocks -

CLOSE SHOT - JACK JINGLY

PULL BACK as he rides INTO SHOT, sweeps up Schmendrick and throws him face-down across his saddlebow. Still BELLOWING with LAUGHTER, he wheels his horse and gallops away, followed by his shabby, WHOOPING band...

BACK TO THE MAYOR

still dripping and spluttering...

EXT. MED SHOT - THE OUTLAWS - NIGHT

We SEE them in SILHOUETTE, racing along a hillside with the MOON RISING behind them. Schmendrick is visible as we MOVE IN, sprawled and flopping across Jack Jingly's saddle.

EXT. A FOREST CLEARING - NIGHT

Five MEN, the remainder of the outlaw band, lounge around a campfire, ladling up soup out of a rusty black cauldron. In b.g. we SEE the normal trappings of an outlaw hideout: bows, swords and quivers leaning against trees; long underwear and other garments strung on vines between the branches; and even greenwood graffiti carved into the bark. One is simply initials in a heart *CC Loves MG*, while the second reads *Down With King Haggard!* CAMERA MOVES IN on the men closest to the fire.

OUTLAW #1
(spits out mouthful)
Rat soup! *Again* rat soup!

OUTLAW #2
At least she could use a different rat.
The third night, anyway.

OUTLAW #3

IT'S NOT HER FAULT. IF SOME OF US WERE BETTER HUNTERS -

OUTLAW #1
If any of us were better hunters, what would we be doing here?

OUTLAW #4
You know what I think? *I* think we all ought to give ourselves up.

OUTLAW #2
Who'd want us?

We begin to HEAR HOOFBEATS and VOICES O.S. The outlaws turn quickly to see who's coming.

EXT. CLOSE SHOT - JACK JINGLY AND HIS MEN - NIGHT

riding into the camp. PULL BACK as they dismount and other outlaws rise to greet them. Jack Jingly remains on his horse, with Schmendrick still draped across his saddle. When Schmendrick tries to wriggle down, Jack Jingly cuffs him admonishingly.

JACK JINGLY
Lie quiet, there. You're for Captain Cully himself, you are...

EXT. MED SHOT - CAPTAIN CULLY - NIGHT

He comes striding toward Jack Jingly, pushing men out of his way. He is a stocky, red-haired, freckled man, dressed in somewhat richer rags than the rest, and with a grand, stately air about him, verging on pomposity.

CAPTAIN CULLY
Well, Jack Jingly! And who is it you bring us, comrade or captive?

JACK JINGLY

DON'T KNOW WHAT HE IS MASELF. WHAT HAPPENED, CULLY -

CAPTAIN CULLY
(calls to someone)
Add some more water to the soup, love, there's company!

JACK JINGLY

THERE WASN'T ANOTHER SOUL ON THE ROAD, NOT SO MUCH AS A PEDDLER....

EXT. CLOSE SHOT - MOLLY GRUE

as she explodes through the circle of men to face Captain Cully. She is a thin, worn-looking thorn of a woman, with tangly hair and fierce eyes. Cully and Jack Jingly like the rest of the band are plainly in some awe of her.

MOLLY
I'll not have it, Cully - not another mouth to feed! The soup's no thicker than sweat as it is!

ANGLE ON SCHMENDRICK

REACTING to her ferocious presence.

CAPTAIN CULLY

MY LOVE, WHERE'S YOUR GREENWOOD HOSPITALITY? WHERE IS YOUR -

MOLLY
(inspecting Schmendrick)
And who's this long lout? I don't like the look of him.

Schmendrick slides off Jack Jingly's horse and stands before Captain Cully and Molly. He swirls his wet cloak with both hands until it billows feebly.

SCHMENDRICK
I am Schmendrick the Magician, at your service. And are you truly the famous Captain Cully, boldest of the bold and freest of the free?

PAN among the outlaws, as they snicker behind their hands, nudging each other. Molly Grue groans.

MOLLY
I knew it. Gut him, Cully, before he does you the way the last one did!

CAPTAIN CULLY
(bows importantly)

THAT AM I. FRIEND OF THE OPPRESSED - AN OPEN HAND TO ALL POOR FUGITIVES AND FELLOW REBELS -

SCHMENDRICK
And this lady, of course, would be your faithful greenwood companion...

He bows to Molly. She SNORTS and turns away.

CAPTAIN CULLY
(laughing)
Ah, that's only Molly Grue's way.

But she's a good heart, a good heart...

He puts his arm warily across her shoulders. She shrugs herself out from under it and stalks away. Captain Cully winks broadly at Schmendrick.

CAPTAIN CULLY` ((CONT'D))
Splendid woman.

He escorts Schmendrick toward the campfire.

CAPTAIN CULLY
You are welcome here, sir sorcerer. Come to the fire and tell us your tale. What have you heard of dashing Captain Cully and his band of freemen? How do they speak of me in your country? Have a taco.

EXT. MED LONG SHOT - THE OUTLAW CAMP - NIGHT

We SEE the FIRELIGHT through the trees, and HEAR the distant MURMUR of VOICES. PULL BACK TO INCLUDE the unicorn, moving slowly closer to the camp. We SEE Schmendrick and Captain Cully from her POV, sitting down by the campfire.

EXT. MED SHOT - SCHMENDRICK AND CAPTAIN CULLY - NIGHT

MOVE IN as men gather around them to listen to their conversation. Schmendrick improvises...

SCHMENDRICK
I have heard- ah - that you are the friend of the helpless and the enemy of the mighty, and that you and your merry men lead a joyous life in the forest, stealing - ah - taking from the rich and giving to the poor...

EXT. CLOSE SHOT - MOLLY GRUE

leaning against a tree with her arms folded.

MOLLY
Well, *something* like that...

BACK TO SCHMENDRICK AND CAPTAIN CULLY

SCHMENDRICK
And I know the tale of how you saved your Molly from marriage with the rich old man her father had chosen for her...

BACK TO MOLLY

Her derisive SNORT is accompanied by a wince. CAMERA MOVES IN SLOWLY on her face as she muses.

MOLLY
I was a *baby*, just out of a convent - what did *I* know? I dreamed about outlaws...about freedom, justice, moonlight in the forest, love in a golden grove - about Robin Hood, who else?
(jerks her thumb)
I got *him*...

BACK TO SCHMENDRICK AND CAPTAIN CULLY

CAPTAIN CULLY
But what leads you into our forest, magician?

SCHMENDRICK
(cautiously)

SEEK A CERTAIN WICKED KING -

CAPTAIN CULLY
(instantly furious)
Haggard, rot and ruin him!

He jumps to his feet, waving his sword. Schmendrick almost falls over in surprise, as the other outlaws REACT in much the same way, whipping out swords and daggers and snarling, "Haggard, blast his eyes!" and "Down with King Haggard!"

SCHMENDRICK
King Haggard...yes, I think that was the name. Do you know him?

CAPTAIN CULLY
Magician, there's not a man here but's been driven from his rightful land by old King Haggard. We live only for revenge, every one of us, and one day King Haggard will pay such a reckoning -

CLOSE SHOT - MOLLY

She bursts out in raucous, derisive LAUGHTER.

MOLLY
Not to this lot, he won't! He'll rule forever, for all Captain Cully dares!

BACK TO SCHMENDRICK AND CAPTAIN CULLY

The men fall silent, as Captain Cully looks suddenly embarrassed before Schmendrick's inquisitive glance.

CAPTAIN CULLY
(mumbling)

YOU MUST UNDERSTAND - KING HAGGARD HAS THIS...THIS BULL -

BACK TO MOLLY
still LAUGHING. She saunters forward into the FIRELIGHT as she speaks.

MOLLY
tell you what, Cully, after seventeen years in the greenwood with you, I've come to think the Red Bull's nothing but the pet name you give your own cowardice -

CAPTAIN CULLY
(humiliated, roaring)
*Enough*! Not before strangers!
(to Schmendrick)
You're a lucky guest this evening, magician. My minstrel, Willie Gentle here, was just about to inspire us by singing of the adventures of the bold Captain Cully and his men...

There is a general GROAN around the campfire. Captain Cully ignores it, beckoning to a SKINNY YOUNG OUTLAW who carries a lute slung over his shoulder.

CAPTAIN CULLY (CONT'D)
You can start with the one about how we kidnapped the fat mayor, Willie lad! -

WILLIE GENTLE gets up reluctantly. He SIGHS, STRIKES A CHORD, and begins to SING.

WILLIE GENTLE
(singing)
Oh, it was Captain Cully came riding home/ From slaying of the King's gay deer...

PAN among the GRUMBLING, inattentive men to Molly...

OUTLAW #1
Nay, Willie, not that thing again!

OUTLAW #2
It never happened anyway!

MOLLY
(loud and clear)
Willie, sing us a true song!

Sing us one about Robin Hood!

BACK TO CAPTAIN CULLY

who suddenly looks, not just angry, but stricken.

CAPTAIN CULLY
There *is* no Robin Hood! Robin Hood is a myth!

BACK TO MOLLY

facing him, enjoying herself.

MOLLY
The men are bored with ballads of your bravery, captain darling. Even if you did write them all yourself..

BACK TO CAPTAIN CULLY

looking guiltily at Schmendrick.

CAPTAIN CULLY
Well, you can't leave epic events to the *people*, can you..?

(to his men)
Quiet there! Sing the songs, Willie! Sing *my* songs!

JACK JINGLY
Captain, maybe another evening, like...

Captain Cully takes a step forward, one hand on his sword...

CAPTAIN CULLY
*Willie*...

PULL BACK TO INCLUDE Schmendrick, speaking up quickly.

SCHMENDRICK
Captain, if I may - why not let your guest amuse you tonight? I can neither sing nor play, but I have my own accomplishments...

JACK JINGLY
(seizing the moment)
Aye, Cully, a magician! 'Twould be a rare treat for the lads!

He makes an urgent sign to the men, who all CHEER with relief. PAN to Molly, who grimace disdainfully, then shrugs and leans against the tree again. The outlaws begin to move back from the fire, sprawling and squatting in the shadows. Jack Jingly ushers Schmendrick grandly to a CIRCLE OF LIGHT, where he stands shaking out his cloak and pushing back his sleeves.

SCHMENDRICK
Gentlemen, as you can see, this plain white handkerchief boasts no colors, no patterns....

EXT. MED SHOT REVERSE ANGLE - THE OUTLAW CAMP WITH THE FOREST IN B.G. NIGHT

PAN toward the woods, where something white and glowing is moving between trees.

CU Two eyes looking on from the shelter of the leaves. We know them...

BACK TO SCHMENDRICK

as he triumphantly pulls a brilliantly-colored scarf out of his left ear.

EXT. CLOSE SHOT - MOLLY - NIGHT

She REACTS with bored disdain, glancing briefly at Schmendrick, then shaking her head and looking away.

BACK TO SCHMENDRICK

staring at Molly. He lifts both hands above his head and SNAPS the fingers of his right hand. A shower of aces leap from his sleeves.

CU SCHMENDRICK'S LEFT-HAND FINGERS

He SNAPS those...

CLOSE SHOT - THE CARDS

as they all turn into doves, flying over Molly, and sweeping away into the darkness. The outlaws APPLAUD,

CLOSE SHOT MOLLY

She continues to look unimpressed, even when one card flutters down into her hand. MOVE IN FOR CU - it is the ace of hearts...

BACK TO SCHMENDRICK

In sudden, surprising anger, he tosses seven glass balls into the air and begins to juggle them in a circle above his head. They begin to GLOW brighter and brighter as we WATCH, gradually MORPHING into a ring of FIRE....

EXT. MED SHOT - THE OUTLAW CAMP - UNICORN'S POV - NIGHT

We can SEE Schmendrick juggling the GLOWING balls.

CU SCHMENDRICK

Keeping the balls going, he looks sideways at Molly Grue to see if she's impressed this time.

BACK TO MOLLY

whose face is not mocking, but oddly troubled and sad.

BACK TO MEDIUM SCHMENDRICK

Abruptly he throws the spinning balls away from him...

WIDE SHOT REVERSE ANGLE

...startling the outlaws, who scatter to left and right, although the balls GO OUT as soon as they touch the ground.

CLOSE ON SCHMENDRICK

He closes his eyes, WHISPERS to the magic locked within him.

SCHMENDRICK
*Do as you will...Magic, magic, do as you will...*

In SLOW MOTION he staggers, begins to sink to his knees, as the MUSIC (ELECTRONICALLY DISTORTED) SWELLS eerily.

CU SCHMENDRICK

His mouth is moving: it does not seem to be shaping words, but we HEAR his VOICE OVER, barely recognisable. BOOMING and CROAKING strange syllables, as he sways on his knees...

EXT. MED SHOT - THE OUTLAWS - SCHMENDRICK'S POV - NIGHT

PAN from one gaping, DISTORTED face to the next, as Schmendrick's changed VOICE CONTINUES OVER.

EXT. CLOSE SHOT - MOLLY - SCHMENDRICK'S POV - NIGHT

as she stares back at Schmendrick, awed and frightened now. Schmendrick's VOICE CONTINUES OVER, as the MUSIC PEAKS - then both STOP suddenly...

BACK TO SCHMENDRICK

falling forward...MOVE IN CLOSE as he opens his eyes, looks around him, begins to pick himself up, speaking very softly and hesitantly to himself.

SCHMENDRICK
I wonder what I did...I did *something*...

(softly)
The magic did something....

BACK TO THE OUTLAWS

most of whom are chuckling, winking at one another. PAN TO Captain Cully, holding up his arms for attention.

CAPTAIN CULLY
And now, Willie, with *that* out of the way -

EXT. CLOSE SHOT MOLLY GRUE NIGHT

She cries out suddenly, pointing O.S.

MOLLY
*Look*! Oh, look there!

WIDE SHOT MOLLY'S POV

A man and a woman emerge from the woods. They are unmistakably ROBIN HOOD and MAID MARIAN, clad in classic legendary tradition. They laugh and talk but do not make a sound.

MEDIUM WIDE FIRE WITH CULLY'S BACK IN F.G.

The pair walk right through the fire to Captain Cully.

CAPTAIN CULLY
Sir - Madam - I bid you welcome to my domain! My name is Captain Cully of the Greenwood...

REVERSE ANGLE - CULLY BOWING

They walk right through *him*...Captain Cully leaps aside and falls down. Other figures appear in the firelight, one by one...

BACK TO MOLLY
bringing her hand to her mouth as she recognizes them.

MOLLY
*Oh*...Robin and Marian...

WIDE ANGLE - THE PHANTOM MERRY MEN

We begin to recognise the other figures now, from folk tales and old movies: FRIAR TUCK...ALAN-A-DALE (playing a lute)... WILL SCARLET...LITTLE JOHN...

MEDIUM PHANTOMS' POV

OUTLAW #1
Friar Tuck! That's Friar Tuck there....

EXT. CLOSE SHOT - JACK JINGLY

JACK JINGLY
(awed)
Little John...aye, and Will Scarlet...

EXT. CLOSE SHOT - WILLIE GENTLE

WILLIE GENTLE
Alan-a-Dale...*Look* at that right- hand picking!

THE CLEARING FULL SHOT - BOTH SETS OF OUTLAWS - NIGHT

PAN to the dazed and increasingly outraged Captain Cully.

CAPTAIN CULLY
What *is* this? This is not happening! Robin Hood is a myth - *we* are the reality!

He races after the phantoms and plants himself before the ghostly Robin Hood and Maid Marian.

CLOSE ON ROBIN AND MARIAN

who pause, laughing silently down at him. Captain Cully attempts to grab Robin Hood by the collar; when that fails, he jumps up and down in front of him, like a furious child.

CAPTAIN CULLY (CONT'D)
Tell the truth - tell them who you are! Tell them which of us is real!

He runs back to Schmendrick, shaking him like a rag doll.

CAPTAIN CULLY (CONT'D)

Tell them! Tell them it was just a magic trick! Magic is magic, but the truth is *us*! Tell them!

EXT. CLOSE SHOT OUTLAW #1 NIGHT

He suddenly leaps forward, rushing after the ghostly figures, CALLING hoarsely.

OUTLAW #1
Robin...Mr. Hood Sir...Little John...Will...wait for me!

MEDIUM WIDE OUTLAWS' POV -

The Merry Men turn, smiling and beckoning invitingly like a band of Pied Pipers. PAN with them as they move back toward the woods in b.g.

EXT. MED WIDE SHOT - THE OUTLAWS - NIGHT

as all but Jack Jingly and Captain Cully break and rush after Robin's band...

CLOSE SHOT

...tripping and trampling one another, CU - some kicking the fire...We HEAR the SHOUTING: *Robin! Robin! Marian, Scarlet, Little John come back! Wait for us*!

WIDE SHOT - THE GHOSTLY OUTLAWS

disappearing into the woods, with Captain Cully's men following them as fast as they can off into b.g.

EXT. CLOSE SHOT CAPTAIN CULLY NIGHT

standing alone at the fire waving his arms and SHOUTING wildly, still trying to hold his men back.

CAPTAIN CULLY
Fools! Fools! There is no Robin Hood! Magic is a lie!

PAN to Schmendrick, unnoticed, standing to the side. He begins to LAUGH, softly and tenderly.

EXT. CLOSE SHOT MOLLY NIGHT

running in the woods, stumbling, tearing her skirt on brambles, CALLING like the rest of the outlaws.

MOLLY
Wait! Wait for me! Marian!

BACK TO CAPTAIN CULLY AND JACK JINGLY

looking dazedly around at the empty clearing. Schmendrick's LAUGHTER CONTINUES O.S. Captain Cully and Jack Jingly look at each other - then begin to advance on Schmendrick. PAN with their POV to where he stands chuckling, not noticing them at all, but MURMURING happily to himself.

SCHMENDRICK
*Do as you will*, I said. *Magic, do as you will*...

Captain Cully and Jack Jingly pounce on him, seizing his arms. He does not struggle, but continues to laugh softly, even when Captain Cully pricks his ribs with a dagger.

CAPTAIN CULLY
(hissing angrily)
I think I hate magicians...

JACK JINGLY
Well, he's no ordinary hedge wizard, Cully, I'll tell you that much...

He lifts the giggling Schmendrick bodily and carries him to a great tree, where he binds him fast, talking as he does so. Schmendrick never quite stops laughing.

JACK JINGLY (CONT'D)
A man calls up Robin Hood - real or not - there's a man that's worth something to someone, *I* say.
(finishes tying up Schmendrick)
There. Do ye guard him the night, Cully, and in the morning we'll see what wizards are going for these days. Happen we'll both be gentlemen of leisure in a month's time...

CAPTAIN CULLY
(worriedly)
What about the men? Will they - will they come back, do you think?

JACK JINGLY
(yawns, turns away)
They always do...

He turns and stumps away into the darkness. CAMERA HOLDS on him for a moment - then, as the SOUND of his JINGLING garments FADES, we PAN back to Captain Cully and the now-silent Schmendrick, alone in the trampled clearing.

CAPTAIN CULLY
(wistfully)
You could just have *said* you didn't want to hear the songs...

CUT TO:

EXT. MED SHOT - THE OUTLAW CAMP - FOREST EDGE - NIGHT

The unicorn appears between trees, PULL IN to her, as she watches Captain Cully and the captive magician.

DISSOLVE TO:

EXT. MED SHOT - THE CLEARING - DAWN

PAN across the clearing to FIND Captain Cully slumped asleep on his stump. Schmendrick. tied to the tree, is MUTTERING incantations, straining against his bonds.

SCHMENDRICK
*Gortolye spassni, varnissen basti, gomti na krassni. starly hasti...*

PAN up the trunk of the great tree to which he is tied.

WIDE SHOT

For a moment nothing happens - then the tree begins to SURGE and SHIMMER with consciousness, its boughs bending caressingly over the astonished Schmendrick, and the leafy twigs very definitely stroking him. We HEAR the TREE'S VOICE OVER, sighing soulfully.

THE TREE (V.O.)
*I love you...Oh, I love you...*

CU Schmendrick, utterly appalled by this new development.

SCHMENDRICK
(softly)
Oh, my God...

PULL BACK TO MEDIUM CLOSE SHOT

Two branches reach down to fondle his shoulder, even tickle him under the chin. Birds fly out of the branches and beginto circle Schmendrick's head, CHIRPING with nauseating sweetness, like a musical sequence in an early Disney film.

THE TREE (V.O.)
*Always, always...faithfulness beyond any man's deserving...I will keep the color of your eyes when no other in the world remembers your name...There is no immortality but a tree's love...*

It is swaying rhythmically as it croons, practically waltzing. Two large breasrs and big lips are growing out of her branches and her trunk.

SCHMENDRICK
(frantically)
I'm engaged! To a Douglas fir. Since childhood.

WIDE SHOT THE OAK TREE

A gust of fury shakes the oak, as though it were caught in a storm, making the ropes tighten violently around the helpless Schmendrick.

THE TREE (V.O.)
*Galls and fireblight on her! She'll never have you! We will perish together, and all trees shall treasure our tragedy...*

CU Schmendrick, who really is close to strangling, as the furious tree heaves and shudders against him, tightening the ropes even

more. He opens his mouth to call for help, but nothing comes out...

MEDIUM SHOT REVERSE ANGLE - THE UNICORN

as she advances INTO SHOT with her horn glowing. She touches the ropes with her horn,

CU HER HORN

a dazzle of light sparkles from her horn, and the ropes fall away immediately.

MED WIDE SHOT

Schmendrick collapses on the ground.

WIDE SHOT - THE TREE

THE TREE
(sighs sadly)
*Crushed again*...

It falls silent and still. All its human features have vanished, and it is only a normal tree again...

CLOSE SHOT - THE UNICORN

She stands over Schmendrick, looking down at him - then as he starts to get up, turns away and paces toward the woods. Schmendrick stumbles after her.

CUT TO:

EXT. THE WOODS NEAR THE CAMP – MED SHOT – THE UNICORN AND SCHMENDRICK - DAWN

WIDE SHOT

They are moving warily along a narrow path.

SCHMENDRICK
Did you see me? Were you watching? I don't mean the tree thing - I mean, did you see what - what I made?

MED SHOT - THE UNICORN

She stops and slowly turns her head to look at him.

THE UNICORN
Yes. That was true magic.

Schmendrick smiles - then his face changes, and he SIGHS, shaking his head.

SCHMENDRICK
It's gone now. I had it - it had me - but it's gone. I couldn't hold it.

CU THE UNICORN
She turns her head and continues walking.

WIDE SHOT REVERSE ANGLE - UNICORN IN B.G.

floating on ahead of Schmendrick, silent as a feather.

EXT. CLOSE SHOT - MOLLY GRUE - DAWN

standing beside the path.

MOLLY
Leaving us so early, magician?

BACK TO SCHMENDRICK AND THE UNICORN

The unicorn steps quickly aside, so that she is partly hidden by the dawn shadows.

BACK TO MOLLY

MOLLY (CONT'D)
Surprise. It's Maid Marian.

Then her eyes widen and her face changes as she stares past the CAMERA. We realise that she has seen the unicorn.

MOLLY (CONT'D)
(whispering)
*Oh...Where have you been...?*

BACK TO SCHMENDRICK

Schmendrick blinks in puzzlement, looking around.

MEDIUM WIDE SHOT - UNICORN

as she steps silently out of the shadows, shining in the first LIGHT of the RISING SUN.

BACK TO MOLLY

reacting with sudden fury..astonishing Schmendrick.

MOLLY (CONT'D)
Where have you been? Damn you, *where have you been*?

And she marches straight up to the unicorn, scolding her as though she were a strayed milk cow.

MEDIUM SHOT - UNICORN

watches her with a strangely guilty look...

MEDIUM WIDE SHOT  UNICORN, SCHMENDRICK, MOLLY

SCHMENDRICK
(really horrified)

YOU DON'T *TALK* TO HER LIKE THAT -

But Molly pushes him aside and confronts the unicorn.

CLOSE SHOT - MOLLY AND THE UNICORN

MOLLY
(her voice breaking)
You just tell me - *where have you been*?

CU UNICORN

THE UNICORN
(low, almost apologetically)
I am here now...

MED SHOT - MOLLY AND THE UNICORN

MOLLY

(laughs bitterly)
Oh? And where were you twenty years ago - ten years ago? Where were you when I was *new*, when I was one of those innocent young maidens you always come to?

CU MOLLY

MOLLY (CONT'D)
How dare you, how *dare* you come to me now, when I am *this*?

She points to herself, begins to CRY.

BACK TO MOLLY AND UNICORN

The unicorn lowers her head, nuzzling her gently, almost timidly.

CLOSE SHOT SCHMENDRICK

SCHMENDRICK
(hoping it's not so)
Can you really see her? Do you really know what she is?

CLOSE SHOT MOLLY

MOLLY
(looks at him)
If you had been waiting to see a unicorn as long as I have...

MED SHOT - SCHMENDRICK, MOLLY, UNICORN

SCHMENDRICK
She is the last unicorn in the world.

MOLLY
(sniffs)
She would be. It would be the last unicorn in the world that came to Molly Grue...

CLOSE SHOT MOLLY AND UNICORN

MOLLY (CONT'D) (CONT'D)

(touches the
unicorn's cheek)
It's all right. I forgive you...

CLOSE SHOT - SCHMENDRICK.

He fusses indecisively for a moment, then ranges himself importantly next to the unicorn.

SCHMENDRICK
It's time for us to go now.

MEDIUM SHOT  UNICORN, MOLLY, SCHMENDRICK

Molly nods, tries to straighten her hair - and calmly takes her place on the opposite side of the unicorn.

MOLLY
I'm ready.

CLOSE SHOT - SCHMENDRICK (OVER UNICORN'S BACK)

SCHMENDRICK
(absolutely
confounded)
You can't come with us!  We are on a quest!

CLOSE SHOT - MOLLY (OVER UNICORN'S BACK)

MOLLY
(smiles)
Can't I?  Ask her.

CLOSE SHOT - SCHMENDRICK AND UNICORN

Schmendrick looks at the unicorn - starts to speak, then says nothing.

CU UNICORN
The unicorn looks back at him with piercing gentleness, but her answer is plain.

SCHMENDRICK
(choked)

Never! I forbid it - I, Schmendrick the Magician!
(menacing)
If I chose to turn you into a frog -

BACK TO MOLLY

MOLLY
(pleasantly)
I should laugh myself sick. Oh, have sense, man! What were you going to do with the last unicorn in the world - keep her in a cage?

CU SCHMENDRICK
Schmendrick is truly stricken by this accusation. He looks away from both Molly and the unicorn.

SCHMENDRICK
You don't even know where we are going...

CU MOLLY

MOLLY
Do you think it matters to me?

MEDIUM SHOT - SCHMENDRICK

SCHMENDRICK
(impressive, hoping to scare her)
We are journeying to King Haggard's country to find the Red Bull.

MEDIUM SHOT MOLLY AND THE UNICORN

Molly *is* frightened at this - but the unicorn nuzzles into her cupped hand, and Molly smiles again.

MOLLY
Well, you're going the wrong way.

MEDIUM WIDE SHOT

She calmly turns around and sets off in the opposite direction. The unicorn paces beside her, and a flustered, outraged Schmendrick hurries along after them.

DISSOLVE TO:

EXT. A WOODED VALLEY - MED SHOT - DAY

Molly and Schmendrick walk on opposite sides of the unicorn: but where Molly has her hand on the unicorn's mane and is HUMMING softly and happily, the magician stalks by himself. Molly peers around at him with a shy new smile, trying to be friendly.

CLOSE SHOT - SCHMENDRICK

Schmendrick turns away, walks on.

MOLLY
Would you

CU MOLLY

MOLLY (CONT'D)
would you like half of my apple?

CU SCHMENDRICK

SCHMENDRICK
(ice-cold)
Thank you. No.

BACK TO UNICORN, SCHMENDRICK, MOLLY

walking on through the valley.

DISSOLVE TO:

EXT. HIGH OVERHEAD SHOT - BARREN HILL COUNTRY LATE AFTERNOON

The land looks like a kind of lifeless moonscape. Nothing seems to be growing anywhere among these hills. The unicorn, Schmendrick and Molly are three tiny figures far below us, toiling silently along...

MOLLY (V.O.)
(notably tarter now)
still think we should ask directions -

SCHMENDRICK (V.O.)
Fine. The next scorpion that comes along...

CUT TO:

EXT. DESERT LANDSCAPE - CLOSE SHOT - A SCORPION - DAY

It curls its deadly tail over its back, glaring warningly at something it sees O.S.

CLOSE SHOT - A GROUP OF KOMODO DRAGONS - DAY

They are crouched over a carcass, shoving and quarreling like a flock of vultures. A couple of them raise their heads, HISSING venomously at something O.S.

EXT. MED SHOT - THE UNICORN, SCHMENDRICK AND MOLLY - DAY

walking towards the camera, and we SEE that, though the unicorn appears entirely unaffected by the country or the climate, Molly is near the point of collapse. Schmendrick is limping badly, and his face has grown gaunt. Molly stumbles suddenly, and manages to catch herself by clutching at the unicorn.

MOLLY
How much further is it now?

SCHMENDRICK
I don't know...

MOLLY
It gets worse every day...

SCHMENDRICK
Shows we're getting there.

CLOSE SHOT

Molly stumbles again, and this time she does fall.

CU UNICORN'S HOOF

She stops instantly.

CU UNICORN'S FACE

looking down to Molly.

CLOSE SHOT SCHMENDRICK

Schmendrick hesitates -

MEDIUM WIDE SCHMENDRICK, MOLLY, BACK OF UNICORN

- then abruptly shrugs and lifts Molly onto the back of the unicorn,

CU UNICORN'S FACE

She does not protest.

DISSOLVE TO:

EXT. MED SHOT - KING HAGGARD'S CASTLE - EVENING

It creeps into the sky from the far side of a long, deep valley - dark, jagged, thin and twisted, bristling with thorny turrets. Beyond this grotesque and tottery structure, the sea GLIMMERS dully. There are no lights to be seen anywhere in the castle, only a strong, bright moon lights up the eerie place.

EXT. CLOSE SHOT - THE UNICORN, SCHMENDRICK AND MOLLY - EVENING

They are standing on the other side of the valley, staring in wonder at the crooked towers.

SCHMENDRICK
There it is. We'll be there tomorrow, if we walk all night.

MOLLY
(scornful, disbelieving)
*That's* it? Schmendrick, I could *sneeze* that thing down!

EXT. MED SHOT - THE CASTLE - EVENING

CAMERA MOVES IN slowly. We SEE gaunt, bony birds flapping heavily around the towers.

SCHMENDRICK (V.O.)

Many heroes have said the same thing - and still the castle stands, and Haggard rules.

CU SCHMENDRICK

SCHMENDRICK (CONT'D)
(solemn, impressive)
It has an evil name, Hagsgate. Even Mommy Fortuna would never got there.

CLOSE SHOT - MOLLY AND THE UNICORN

THE UNICORN
Where is the...the Bull? Where does King Haggard keep the Red Bull?

SCHMENDRICK
No one keeps the Red Bull...Look there - the lights of Hagsgate.

EXT. LONG SHOT - LIGHTS IN THE VALLEY - EVENING

PULL BACK TO INCLUDE the three travelers as they start down a brambly, winding path into the valley.

SCHMENDRICK
No one goes into Hagsgate, and nothing ever comes out of it but tales to give children nightmares...

EXT. MED SHOT - HAGSGATE - THE TRAVELERS' POV - EVENING

We can HEAR VOICES, DOGS BARKING, KITCHEN NOISES, and SEE LIGHTS APPEARING in every window. It looks very welcoming, in direct contrast to what Schmendrick is saying OVER...

SCHMENDRICK
Ghosts, vampires, demons, werewolves ...Hagsgate has it all - something for everyone...

CLOSE SHOT - THE UNICORN

moing silently through the brush..,

CU MOLLY

MOLLY
(anxiously)
Where are you going...?

There is no answer. Schmendrick touches Molly's arm, and they begin walking down the dark, rocky road to Hagsgate. Molly keeps looking back...

EXT. FULL SHOT - MAIN STREET OF HAGSGATE -EVENING

It is smoothly paved, lined with proud Georgian-looking houses on both slides, all with glowing gardens facing the street. PULL BACK TO INCLUDE a bewildered-looking Schmendrick, pausing by a high hedge, with Molly eyeing him dourly.

SCHMENDRICK
(rubs the back of his neck wearily)
Well, that's peculiar...

MOLLY
*knew* we should have asked directions. This can't be Hagsgate -

SCHMENDRICK
(snapping at her)
It *must* be Hagsgate...and yet there's no smell of sorcery. Very confusing - especially when you've had half a turnip for dinner.
(steps forward, starts to call out)
Hello there, good folk of Hagsgate! Hello, the town -

CLOSE SHOT - THE HEDGE

A MENACING VOICE (O.S.)
Save your breath, stranger - while you still have it!

FOUR MEN spring from behind the hedge, instantly surrounding the travelers. Two of the men set swords at Schmendrick's throat, while a third guards Molly with a pair of pistols.

MAN #1

(to Schmendrick)
Your name!

Schmendrick can only make a wordless CROAKING SOUND...

MAN #2
Must be a foreigner.

MAN #3
Of course he's a foreigner.

MAN #4
Anyone who comes to Hagsgate is a foreigner. Stands to reason.

SCHMENDRICK
(to Molly, hoarsely triumphant)
I *told* you this was Hagsgate!

MAN #1
So you *can* speak! Your name!

SCHMENDRICK
(who's had a very long, hard day)
My name is Schmendrick - Schmendrick the Magician, and I am hungry and tired and unpleasant! Put those things away, or you'll each have a scorpion by the wrong end!

The men look at each other, slowly lowering their weapons.

MAN #1
(thoughtfully00

A magician. The very thing...
(sheathes his sword)
I am Drinn, and it is possibly a pleasure to welcome you to Hagsgate. We'll see.

He nods to the others, who fall in around Schmendrick and Molly, guiding them toward a LIGHTED inn in b.g.

DISSOLVE TO:

INT. FULL SHOT - THE INN - EVENING

It's crowded and NOISY, with notably well-dressed people jammed in the doorway and sitting in the open windows. There is barely enough room for the servants to move between the long wooden tables and benches that fill the dining room. MOVE IN on Schmendrick and Molly eating and drinking - Schmendrick is doing the drinking - under the watchful eyes of the four men who accosted them. ANGLE ON Drinn...

DRINN
And now...now you must permit me to explain why we greeted you so uncivilly.

SCHMENDRICK
(jovial, more than slightly crocked)
Pish, no need! Drinn, do you know that people say terrible things about your town. Terrible, terrible things...

CLOSE ON DRINN

DRINN
Listen, magician. The town of Hagsgate is under a curse.

The big room is suddenly very still. PAN SLOWLY among the tight, grim, anxious faces of the townsfolk.

BACK TO SCHMENDRICK

SCHMENDRICK
(lifts his glass)
Well, if there's enchantment here, then I drink to it!

DRINN
(ignoring him)
A curse that has endured for fifty years, since a witch built King Haggard's castle by the sea.

SCHMENDRICK
(interested)
A witch, was it? Mmm...Accounts for the architecture.

DRINN
Haggard refused to pay her when her work was done. King Haggard never pays for things...In revenge, she cursed the castle - and cursed Hagsgate as well.

SCHMENDRICK
They'll do that...But why should the witch curse your town

EXT. THE INN - UNICORN'S POV - EVENING

as she gazes through the window. MOVE IN on Drinn, Schmendrick and Molly.

DRINN
Alas, we are part of the curse. For she came to us for help, for justice - and we did nothing...

MOLLY
(amazed)
*Nothing*? Nothing at all?

PAN WITH HER POV around the room, as various townsfolk REACT to her obvious contempt.

TOWNSWOMAN
It was fifty years ago!

TOWNSMAN #1
There were crops to harvest - stock to tend...

TOWNSMAN #2
There was Haggard to live with...

TOWNSWOMAN #2
We had our own troubles!

BACK TO Drinn, Molly and Schmendrick, as other PEOPLE begin SHOUTING their defenses and excuses. MOVE IN on Schmendrick, as he raises a hand to quiet them.

SCHMENDRICK

What was the curse? Could it have anything to do with the Red Bull...?

The inn falls instantly silent. No one answers him.

MOLLY
(impulsively)
Or with...with unicorns?

If the silence could grow *more* silent, it would. Nevertheless, the Hagsgate faces do REACT. CLOSE on Drinn.

DRINN
We never see the Red Bull, and we never speak of him. Nothing that concerns him can be any business of ours...As for unicorns, there are none. There never were.
(pours more wine)
I will tell you the words of the curse...
(folds his hands, begins to recite)
"*You whom Haggard holds in thrall/ Share his feast and share his fall.*"

PAN around the room, as other Townsfolk JOIN IN mournfully.

TOWNSFOLK
(in ragged chorus)
"*You shall see your fortune flower/ Till the torrent takes the tower./ Yet none but one of Hagsgate town/ May bring the castle swirling down*."

CLOSE ON SCHMENDRICK

lost in respectful admiration...

SCHMENDRICK
My...That's a *good* one...

PULL BACK as Drinn frowns, and Molly elbows Schmendrick...

DRINN
When the curse was first spoken, Hagsgate was as the rest of this land is now - a scrabbly, bare place where

nothing grew, and men put great stones on the roofs of their huts to keep them from blowing away.

DRINN (CONT'D)
Since then...
(expansive gesture)
Well, you see...

SCHMENDRICK
Yes, I do see. What I don't exactly see is the catch.

DRINN
(impatiently)
Magician, the curse says that we will fall when the castle falls and the castle will fall because of someone from Hagsgate...

CU SCHMENDRICK

plainly impressed.

CLOSE ON DRINN

DRINN
How can we delight in our good fortune, when we know that it must end, and that one of us will end it? Every day makes us richer, and brings us one day nearer to losing it all. We have taken not a moment's joy in our wealth - for joy is just one more thing to lose...

CLOSE ON MOLLY

obviously disgusted by such an attitude - then PULL BACK TO INCLUDE Schmendrick, lost in respectful admiration.

SCHMENDRICK
That's a *good* curse - that's a professional job. I always say, go to an expert.

The last words end in a grunt, as Molly elbows him again.

SCHMENDRICK (CONT'D)
Oh. Yes, well - what is it you wish of me? I'm not a very skillful sorcerer, but I will be glad to lift the curse from you, if I can.

The Townsfolk REACT in obvious horror.

TOWNSMAN #3
*No*!

TOWNSWOMAN #3
The man's mad!

TOWNSWOMAN #4
Of course not!

BACK TO DRINN

DRINN
(smiles grimly)
No, magician, I think we will leave the curse the way it is if it were lifted, we would no longer grow richer, and that would be just as bad.

ANGLE ON SCHMENDRICK AND MOLLY

He's bewildered - she *really* doesn't like these people...

DRINN (CONT'D)
Our real task is to keep Haggard's tower from falling - and that has not been difficult, so far. We spread those dark tales about the town ourselves, to keep strangers from settling here...

CLOSE ON SCHMENDRICK
This is definitely rousing his ironic sense of humor...

SCHMENDRICK
What about children?

LONG SLOW PAN among the townsfolk. We realize - if we haven't before - that these people are *old*...

DRINN
We have no children.

BACK TO SCHMENDRICK

He can't help it - he begins to LAUGH, very quietly...

BACK TO DRINN

DRINN
(softly, dangerously)
I see no humor in our plight. None at all.

BACK TO SCHMENDRICK

SCHMENDRICK
(controls himself)
Well. Unless I'm missing something, it would seem to me that you have no worries.

CLOSE SHOT - DRINN

DRINN
So it would seem. Except for one thing...
(dramatic pause)
Twenty-one years ago, a child was born in Hagsgate...

EXT. FULL SHOT - THE HAGSGATE MARKETPLACE - NIGHT

It is a winter night, and snow is falling steadily. PAN across the empty marketplace toward a butcher's stall, as Drinn's VOICE CONTINUES OVER.

DRINN (V.O.)
Whose child it was, we never knew...

MED SHOT - A BUTCHER'S BLOCK

Its outline seems indistinct, rounder than it should be. We begin to HEAR what SOUNDS like a lot of CATS PURRING softly - and then the unmistakable CHUCKLE of a contented BABY...

DRINN (CONT'D)
I found it myself...

CLOSE SHOT - THE BUTCHER'S BLOCK - THE BABY

Cold and snowy the night may be, but the baby is cozy under a living comforter of stray cats. PULL BACK TO INCLUDE a younger Drinn staring down at the astonishing scene.

DRINN (CONT'D)
I stood by the strange cradle for a long time, pondering, while the snow fell and the cats purred prophecy...

CLOSE ON HIS FACE - then...

END FLASHBACK

INT. THE INN - DRINN, SCHMENDRICK, MOLLY - EVENING

MOLLY
(eagerly)
You took the child home with you, of course, and raised it as your own...

CU DRINN

DRINN
(flatly)
I chased the cats away, and went home alone.

CLOSE ON MOLLY AND SCHMENDRICK

Molly is speechless with shock. Schmendrick seems oddly, privately amused...

BACK TO DRINN

DRINN (CONT'D)
(shrugs)
Well, what else was I to do?

MOLLY
(hardly believing)
*You let that baby die*...

DRINN
(an ironic smile)
Hardly. When I returned at sunrise, the child had vanished.
(pause)
And on the very next day, a herald of King Haggard's came riding into town, ordering us to rejoice. After thirty years of waiting, the king had a son at last. All hail Prince Lir...

SCHMENDRICK
(musing)
Prince Lir...But how could Haggard have come by your little cat-baby?

DRINN
He prowls alone in Hagsgate, some nights, picking things up - anything at all, no reason to it. He picked up Prince Lir the one who will topple the tower and sink Haggard and Hagsgate together.

CLOSE ON MOLLY

MOLLY
(bursting out)
I hope he is! I hope Prince Lir is that baby you left to die, and I hope he drowns your rotten town, and I hope the fish nibble you - *ouch*!

Schmendrick has kicked her hard under the table. MOVE IN on him as he eyes Drinn. His voice has turned flat and cold.

SCHMENDRICK
What is it you wish of me?

CLOSE ON DRINN

DRINN
You are on your way to Haggard's castle, I believe? Ah. Now, a clever magician

would find it simple to become friendly with PRINCE LIR, who is reputated to be a young man of eagerness and curiosity. A clever magician might be acquainted with all manner of odd potions and herbs, powders and banes and poppets -

CU SCHMENDRICK

who is on his feet, looking furious, breathing harshly...

SCHMENDRICK
For a meal? You'll have to do better than that, friend Drinn. I wouldn't do in a chimneysweep for dinner and wine!

PULL BACK TO INCLUDE a horrified Molly.

MOLLY
Schmendrick, what are you *saying?*

She grips his arm. As Schmendrick shakes her off, we MOVE IN to SHOW one eyelid lowering in a slow wink...

BACK TO DRINN

DRINN
(leans back, smiling)
I never haggle with a professional. Twenty-five pieces of gold.

MOVE IN TO A WINDOW BEHIND THEM

Through the window we SEE the unicorn's face - but no one else does...

EXT. THE INN - UNICORN'S POV - NIGHT

She and we can SEE Schmendrick and Drinn, obviously haggling like mad.

EXT. WIDE SHOT THE UNICORN IN FRONT OF THE INN

The unicorn turns away, looks up at Haggard's castle in the b.g., looming over the valley...

EXT. MED LONG SHOT - THE CASTLE - NIGHT

Dark and ominous as it is, there is a strange, faint REDDISH GLOW to the sky behind it...

CLOSE SHOT - THE UNICORN

She senses something more frightening than the castle itself, but can't put a name to it. She turns slowly back toward the inn door...

EXT. MED CLOSE SHOT - THE INN - NIGHT

The door opens and Schmendrick, Molly and Drinn come out, followed by townsfolk. MOVE IN as Drinn hands Schmendrick a jingling little bag. Schmendrick shakes it, peers into it and nods cheerfully.

SCHMENDRICK
I'll return soon. For the other half of my pay...

DRINN
(a crafty smile)
We will be waiting.

MOVE IN on Schmendrick as he turns and beams kindly at the folk of Hagsgate.

SCHMENDRICK
I would like to leave you with this last thought. The most professional curse ever snarled or croaked or thundered can have no effect on a pure heart. Good night, all. Let's go, Molly.

They walk away from the inn. MOVE IN on the townsfolk.

CU DRINN

looking expressionlessly after them.

CUT TO:

EXT. THE NIGHT PATH OUT OF HAGSGATE - NIGHT

King Haggard's castle dominates the cold, star-scaled sky, stalking like a blind black bird fishing the valley by night. We HEAR Schmendrick's dryly amused VOICE OVER.

SCHMENDRICK (V.O.)
Suckers. As if all magicians dabble in death...

CLOSE SHOT - THE UNICORN

She is moving some way ahead, her horn giving off its own pearly glow. PULL BACK TO INCLUDE Schmendrick and Molly.

SCHMENDRICK (CONT'D)
Now if they had wanted me to lift the curse - ah, I might have done that for a single glass of wine.

MOLLY
(savagely)
I'm glad you didn't! To leave a baby out in the snow -

SCHMENDRICK
Well, if they hadn't, he couldn't have grown up to be a hero. Haven't you ever been in a fairytale before?

CLOSE ON Molly, trying to take this in. She can't...

CUT TO:

EXT. A FIELD IN A VALLEY - MED SHOT - THE UNICORN, SCHMENDRICK AND MOLLY - NIGHT

The unicorn's horn is GLOWING more brightly as she moves through the field.

EXT. MED SHOT - THE CASTLE - NIGHT

The strange LIGHT is still in the sky behind it...

EXT. CLOSE SHOT - SCHMENDRICK AND MOLLY - NIGHT

leaning on a small hummock. Molly is half asleep, resting against Schmendrick with a fold of hi cloak around her. The unicorn, is lying down in b.g., a little way from them.

CU THE UNICORN

seemingly asleep herself.

CLOSE SHOT - MOLLY

MOLLY
If Prince Lir is the hero - what is she?

BACK TO THE UNICORN

SCHMENDRICK (V.O.)
(quietly)
She is real...

EXT. MED SHOT - THE MOON - NIGHT

As in the unicorn's earlier dream, it begins to swell, to run, growing huge and fiery, beginning to take the shape of the Red Bull...

EXT. CLOSE SHOT - THE UNICORN - NIGHT

She is suddenly on her feet, tensely pawing the ground.

EXT. CLOSE SHOT - SCHMENDRICK AND MOLLY - NIGHT

They both sit up, staring O.S. in obvious terror.

MOLLY
(crying out)
*Schmendrick, the light - !*

EXT. MED SHOT - THE CASTLE - NIGHT

The sky behind it is BURNING RED, as a great BRIGHTNESS rises into the night...

BACK TO THE UNICORN

as she rears up with a thrilling CRY. Her horn is ABLAZE, and her hoofs are slashing...

BACK TO SCHMENDRICK AND MOLLY

cowering back at the terrifying splendor of her rage.

BACK TO THE UNICORN

BELLING her mad challenge again to the BRIGHTNESS rising behind the castle.

EXT. FULL SHOT - THE CASTLE - NIGHT

The BRIGHTNESS - huge now, dwarfing the castle, shapeless still - answers with a vast, overwhelming BELLOW...

BACK TO THE UNICORN

rearing again to hurl her CHALLENGE for a third time.

EXT. FULL SHOT - THE CASTLE - NIGHT

The BRIGHTNESS seems to hover above the castle, poising itself - then it EXPLODES in a great leap, soaring above the dark valley like an inflamed comet, gathering before our eyes into the fiery form of the Red Bull.

EXT. FULL SHOT - THE RED BULL - NIGHT

Like a gigantic flaming chesspiece, he ends his leap facing the unicorn, his terrible LIGHT FILLING THE SCREEN. He ROARS, and we SEE trees go down at the SOUND, as we PULL BACK TO INCLUDE the unicorn: a pale, tiny, utterly insignificant figure before him.

EXT. CLOSE SHOT - THE UNICORN - NIGHT

We SEE that she is terrified, literally frightened out of her immortal senses. Her beautiful bright horn suddenly GOES DARK, and she turns and flees.

EXT. FULL SHOT - THE RED BULL - NIGHT

He BELLOWS again and leaps after her. PULL BACK TO INCLUDE Molly and Schmendrick, hurled aside by the wind of his passage. PAN with him as he pursues the unicorn, FILLING THE SCREEN with his limitless size and power, trampling and scorching whole fields as he THUNDERS by.

EXT. CLOSE SHOT - THE UNICORN - NIGHT

Immortal, fearless, she is now the embodiment of pure panic flight. Vines and creepers are striking at her, as though in league with the Red Bull; dead boughs are CRASHING around her - one strikes her on the shoulder, and she almost falls.

BACK TO THE RED BULL

unstoppable, ROARING, coming after her...

EXT. CLOSE SHOT - SCHMENDRICK AND MOLLY - NIGHT

Wordless and frantic, they stumble in the trampled wake of the Red Bull. PULL BACK to show us the devastation wrought by his passage.

EXT. CLOSE SHOT - THE UNICORN - NIGHT

Running madly, blind and possessed by terror, she suddenly looks ahead and comes to a scrambling halt...

EXT. FULL SHOT - THE RED BULL - NIGHT

He is *facing* her now, as though he had been lifted bodily, swooped through the air, and set down again to bar her way: immense, unimaginable, the FLAMING substance of him seeming to swirl within his outline - a firestorm gathered into a mortal shape. PULL BACK TO INCLUDE the unicorn, tiny and hopeless before him. The Red Bull begins to advance slowly, moving with sinister daintiness - and the unicorn utters a low, sad CRY, whirls and flees back the way she has come. And the Red Bull goes after her...

EXT. CLOSE SHOT - SCHMENDRICK AND MOLLY

looking on helplessly.

EXT. LONG SHOT - THE UNICORN AND THE RED BULL - SCHMENDRICK AND MOLLY'S POV - NIGHT

The unicorn is like a tuft of white water on the wind - almost invisible in the GLARE of the Red Bull. We can SEE that he is gaining easily on her.

BACK TO SCHMENDRICK AND MOLLY

MOLLY
(low, frantic)
*Do* something...

SCHMENDRICK
(softly, to himself)
He's *driving* her...

EXT. CLOSE SHOT - THE UNICORN - NIGHT

She veers suddenly, dashes off at a sharp angle, trying to throw the Red Bull off her trail.

EXT. FULL SHOT - THE RED BULL - NIGHT

Once again he is there ahead of her barring her way. He does not charge, but leaves her no way to go, save one. PULL BACK TO INCLUDE the unicorn, who wheels again, racing away. The Red Bull follows.

BACK TO SCHMENDRICK AND MOLLY

SCHMENDRICK
He's driving her to the castle, to King Haggard...

MOLLY
(clutching him)
*Please*! Please *do* something!

SCHMENDRICK
(turning on her))
What can I do? What can *I* do, with my magic? Do you think the Red Bull likes card tricks?

EXT. MED SHOT - THE UNICORN AND THE RED BULL - MOLLY'S POV

Again the Red Bull has headed off the unicorn - but this time she does not try to escape. We realize that her spirit has been broken - that she has surrendered. The Red Bull moves toward her, commanding her with his presence, and the unicorn moves ahead of him, docile, obedient.

SCHMENDRICK (V.O.)
(low, despairing)
If I could, I'd change her into some other creature, something the Bull isn't looking for. But that would take a magician - and I can't pretend anymore...

BACK TO SCHMENDRICK AND MOLLY

Mastering her terror, Molly takes hold of Schmendrick's arm gripping it hard.

MOLLY
(quietly)
You *have* magic. Maybe you can't find it, but it's there. You called Robin Hood, and he *came*, he was real. You have all the power you need, if you dare to look for it.

Schmendrick gapes at her as if he had never seen her before.

EXT. MED SHOT - THE UNICORN AND THE RED BULL - NIGHT

King Haggard's castle looms in b.g. It is obvious that the Red Bull is herding the unicorn toward it. She makes no resistance at all now.

BACK TO SCHMENDRICK AND MOLLY

MOLLY
(her voice breaking)
*Please*...It's not *fair*...

She is gripping Schmendrick's arm harder than ever. He looks down at her - then gently pries her fingers off his arms, turns and steps forward into the path of the Red Bull.

He folds his arms and takes his stand, waiting.

EXT. MED SHOT - THE UNICORN AND THE RED BULL - NIGHT

PULL BACK TO INCLUDE Schmendrick standing in the way. The Red Bull halts, momentarily confused, RUMBLING darkly in his throat. The unicorn stops with him, looking at Schmendrick. He calls urgently to her.

SCHMENDRICK
*Run! Run now*!

But the unicorn makes no move toward flight. She looks small, nondescript, lightless, spiritless.

SCHMENDRICK (CONT'D)
*Run*!

The Red Bull answers him with a ROAR like a drumroll, which sends the unicorn bolting blindly forward. Schmendrick leaps out of her way, and is smashed to the ground as the Red Bull surges past.

EXT. CLOSE SHOT - MOLLY - NIGHT

She screams...

BACK TO SCHMENDRICK

picking himself up, dazed and swaying and sick.

EXT. MED SHOT - THE UNICORN AND THE RED BULL - NIGHT

They have almost reached the beginning of the trees.

BACK TO SCHMENDRICK

He closes his eyes, whispering to his elusive gift.

SCHMENDRICK
*Do as you will...Do as you will...*

As before, we go into SLOW MOTION, as the DISTORTED MUSIC SWELLS. Schmendrick CRIES OUT his unrecognizable syllables of power - then is hurled violently forward onto his face, and lies still.

CLOSE SHOT - SCHMENDRICK

Brightly-colored whirlwinds APPEAR around hia body. PULL BACK AND UP as LIGHTNING CRACKLES across the horizon, and the whirlwinds fly towards the unicorn and surround her.

CLOSE SHOT - THE RED BULL

Genuinely puzzled. This isn't how things usually happen...

WIDE SHOT - A FIERCE WIND IN THE TREES

It's a HOWLING THUNDERSTORM - but only for a few seconds. All nature seems briefly to be in revolt - then an eerie quiet descends...

EXT. CLOSE SHOT - MOLLY - NIGHT

She runs to Schmendrick, lifts his head, manages to get him to sit up. They look at each other without speaking. Molly aids Schmendrick to rise, and they turn to look O.S.

EXT. MED SHOT - THE RED BULL - NIGHT

He is standing still, nosing at something on the ground. He makes a low, oddly puzzled SOUND.

BACK TO SCHMENDRICK AND MOLLY

They hurry forward. In her anxiety, Molly lets go of Schmendrick and outdistances him - then suddenly stops, putting her fingers to her mouth, like a child.

MOLLY
(very softly)
*Oh*...

PULL BACK TO INCLUDE Schmendrick. Molly turns to him.

MOLLY (CONT'D)
*What have you done*?

Heedless of danger, she runs straight on toward where the Red Bull stands. Schmendrick gapes after her.

EXT. MED SHOT - THE RED BULL - NIGHT

We MOVE IN CLOSE to SEE that at his feet there lies the still, tumbled form of a YOUNG GIRL.

CLOSE SHOT YOUNG GIRL

She is naked, and fine, tangled hair, white as a waterfall, comes down almost to the small of her back. Her face is hidden in her arms.

PULL BACK TO INCLUDE Molly as she RUNS INTO SHOT and falls on her knees, gently taking the girl's head in her lap. She pays no attention at all to the Red Bull.

BACK TO SCHMENDRICK

Absolutely stunned, he comes slowly forward.

FULL SHOT - THE RED BULL

Abruptly he turns away, and without a sound he bounds away into the trees. In three gigantic strides, he has gained the rim of the valley. CAMERA HOLDS on him as he DISAPPEARS from sight, seeming for just a moment to MERGE with the grim shape of King Haggard's castle...

BACK TO MOLLY

Smoothing the unconscious girl's white hair back from her forehead, she looks up as Schmendrick approaches them.

MOLLY
What have you done? *What have you done*?

CAMERA MOVES IN on her stroking hand, and we SEE a small raised mark on the girl's forehead, above and between her closed eyes. It is neither a scar nor a bruise...PULL BACK TO INCLUDE Schmendrick as he crouches by Molly, pointing at the mark. We SEE that he is almost delirious with triumph.

SCHMENDRICK
What do you mean, what have I done? Only saved her from the Red Bull by magic, that's all I have done! By magic, by my own true magic...!

Molly stares at him. He rises to his feet.

SCHMENDRICK (CONT'D)
(grandly)
Doubtless you are wondering how I plan to return her to her proper shape. Wonder not. The power will come to me when I need it.
(hugs Molly impulsively)
And one day - one day it will come to me when I call. You were right - you were right...!

MOLLY
(pulls away)
I didn't know you meant to turn her into a human girl...

SCHMENDRICK

(airily)
The Red Bull came for a unicorn, so she had to become something else. The magic chose the shape, not I...
(spinning and chanting blissfully)
am a bearer, I am a dwelling, I am a messenger -

MOLLY
(fierce, anguished)
You are an idiot! Do you hear me?

You've *lost* her, you've trapped her in a human body - she'll go mad....

MOVE IN FOR CU of the girl lying in Molly's lap. She makes a sudden soft SOUND and opens her eyes. They are the unicorn's eyes. For a moment she lies still - then in one motion she is on her feet, stumbling away from Schmendrick and Molly with the steps of an instant just learning to walk. She turns in a bewildered circle, staring at her hands, at herself, barely able to keep her balance. She is beautiful and stricken, mute with horror at waking to this...

EXT. CLOSE SHOT - SCHMENDRICK AND MOLLY - DAWN

Molly simply looks at Schmendrick without speaking.

SCHMENDRICK
(hoarse, mumbling)
I can change her back. Don't worry about it, I can change her back...

BACK TO THE GIRL

Shining in the sun, she hobbles to and fro on the strong young legs she does not know how to use. She stumbles suddenly and falls hard. PULLS BACK as Molly runs to her. The girl crouches on the ground, staring at her with utter, uncomprehending rejection.

THE GIRL
(low)
*What have you done to me?* Molly begins to cry. Schmendrick comes forward.

SCHMENDRICK

(quietly)
I turned you into a human being to save you from the Red Bull. There was nothing else I could do.

THE GIRL
(whispering)
The Red Bull...He was too strong, too strong - there was no end to his strength...

She touches her face wonderingly. CAMERA MOVES IN CLOSE as her fingers brush the mark on her forehead, and she gives a thin, stabbing HOWL of loss and weariness and despair. She begins to tear at the smooth, strange body.

THE GIRL (CONT'D)
What have you done to me? I am a unicorn! I am a unicorn!

MOLLY
(horrified)

*DON'T*! DON'T, YOU'LL HURT YOURSELF -

SCHMENDRICK
(harsh, commanding)
Be still!

And the girl *is* suddenly still, looking at him.

SCHMENDRICK (CONT'D)
The magic knew what it was doing. In this shape alone, you have some hope of finishing your quest.

THE GIRL
I wish you had let the Red Bull take me! I wish you had left me to the harpy! This body is *dying* - I can feel it rotting all around me....

Molly places Schmendrick's cloak around her shoulders.

THE GIRL (CONT'D) (CONT'D)
I am afraid of this human body, more than I was of the Red Bull. I am afraid...

SCHMENDRICK
It is only for a little while. You *will* have your true shape again, I promise you -

MOLLY
Why not now? Schmendrick, you *can't* let her stay like this, you can't -

SCHMENDRICK
(to the girl)
Shall I try? Do you want me to try it now? Perhaps I can undo my spell and let you go home. Shall I try?

CAMERA MOVES IN SLOWLY on the girl. After a long pause, she shakes her head...

DISSOLVE TO:

EXT. LONG SHOT - KING HAGGARD'S CASTLE - DAY

We MOVE IN steadily on the highest of the castle's twisted towers, and on two armored SENTINELS standing on the parapet. Their armor is an astonishing home-made confusion of rings, bottlecaps and links of chain sewn onto half-cured hides. Their faces are invisible behind rusted visors.

EXT. THE VALLEY OF HAGSGATE - SENTINELS' POV - DAY

Behind the castle, the sea BURNS like copper in the late sun. We can SEE the entire valley, as far as the sharp bare hills, as well as the road that runs to the great - though sagging - front gate of the castle. Schmendrick, Molly, and the girl who was a unicorn are three tiny DOTS on that road.

DISSOLVE TO:

EXT. MED SHOT - THE GATE OF THE CASTLE - SUNSET

The two sentinels are standing before the gate, their blunt, bend halberds crossed to forbid entrance. PULL BACK TO INCLUDE Schmendrick, Molly and the girl approaching the gate. The sentinels do not move, and the travellers halt.

SENTINEL #1

(a deep, rustling voice)
Give your names.

SCHMENDRICK
(stepping forward)
I am Schmendrick the Magician. This is Molly Grue - ah, my helper - and this...

CU THE UNICORN-GIRL

SCHMENDRICK (CONT'D)
...this is the Lady Amalthea. We seek audience with King Haggard.

EXT. CLOSE SHOT - SENTINEL #2 - SUNSET

Even with his rusty helmet on, we can SEE that he is staring only at the Lady Amalthea. PAN to Sentinel #1.

SENTINEL #1
State your business with King Haggard.

SCHMENDRICK
(haughtily)
I will - to King Haggard himself.

Sentinel #1 stares at him for a moment - then turns and strides through the castle gate. Schmendrick and Molly follow him. CAMERA MOVES IN on the Lady Amalthea, who pauses at the gate, looking toward the sea.

CLOSE SHOT - SENTINEL #

who cannot take his eyes off her. Abruptly he pulls off his helmet to reveal a tousled blond head and a guileless, puppy-friendly face, now utterly dazed with admiration.

CLOSE SHOT - THE LADY AMALTHEA

She turns away without seeing him at all, following Schmendrick and Molly across a dank, cobbled courtyard. Sentinel #2 wanders after her: totally smitten...

INT. FULL SHOT - THE GREAT HALL OF THE CASTLE - NIGHT

It is a vast, ECHOING place, lined with huge stone pillars - a cold vault, thick with stagnant twilight. Small clawed FOOTSTEPS PATTER in the corners, and occasionally we GLIMPSE RED EYES peering at the king's visitors as they cross the hall. Molly stays close to Schmendrick, but the Lady Amalthea walks alone, with Sentinel #2 following as closely as he dares. Sentinel #1 strides on, never looking back.

INT. A CASTLE STAIRWAY - NIGHT

MOVE IN CLOSE on Schmendrick, Molly, Amalthea, Sentinels, as the party ascends. Suddenly we HEAR the unmistakable RUMBLE of the Red Bull, somewhere quite nearby. The whole tower sways, and the three travellers CRY OUT, scrambling to keep their footing on the shuddering stairs. CAMERA IN on Sentinel #2, as he WHISPERS earnestly to the Lady Amalthea.

SENTINEL #2
It's all right, don't be afraid. It's just the Red Bull...

She looks at him without expression - then continues to climb the stair.

INT. A LOW NARROW CHAMBER - NIGHT

It has one window and a tall chair at the far end. There is nothing else, except for the mealy LIGHT of the rising NEW MOON. PULL BACK TO INCLUDE Schmendrick, Molly, the Lady Amalthea and the two sentinels standing in the entrance.

SENTINEL #1
This is King Haggard's throne room.

SCHMENDRICK
(indignant)
This is a cell. This is a tomb. Take us to King Haggard!

SENTINEL #1
(removes his helmet)
I am King Haggard.

He is taller than Schmendrick: gray-haired, pale-eyed, with a lean, lined, powerful face, long-jawed and without the slightest softness. Sentinel #2 now comes forward shyly.

KING HAGGARD (CONTD)
This is Prince Lir. My son.

PRINCE LIR
Hi. Glad to meet you...

He smiles at Schmendrick and Molly, but hardly sees them...

KING HAGGARD
What is your concern with me?

SCHMENDRICK
We seek to enter your service, Sire. We have journeyed all the way from -

KING HAGGARD
(turning away)
I need no servants.

SCHMENDRICK
don't understand. Far and wide has the fabled court of King Haggard -

KING HAGGARD
(turning back swiftly)
You are losing my interest, and that is very dangerous. In a moment I will have forgotten you quite entirely, and will never be able to remember just what I did with you...

Schmendrick is very silent. King Haggard smiles slightly.

KING HAGGARD (CONT'D)
My *court* consists of four men-at-arms -

SCHMENDRICK
(stunned)
*Four*...But the pleasures of court - the music, the talk, the hunts and the balls and the great feasts -

KING HAGGARD
They are nothing to me. I have known them all, and they have not made me happy.

I will keep nothing near me that does not make me happy.
(another thin smile)
I also keep one magician...

His amusement at Schmendrick's discomfort is plain.

SCHMENDRICK
(the wind totally out of his sails)
A magician. What is his name?

KING HAGGARD
He is called Mabruk. He is known in his trade as "the magician's magician." I can see no reason at all to replace him with some vagrant, nameless, clownish -

MOLLY
(breaking in)
*I* can!
(as King Haggard stares at her)
He doesn't - this marvellous Mabruk doesn't make you happy.

SCHMENDRICK
Molly, be still!

CAMERA MOVES IN on King Haggard, peering fiercely at Molly.

KING HAGGARD
How do you know?

MOLLY
Well, just *look* at you -

SCHMENDRICK
*Molly*!

King Haggard looks past them, raising his voice.

KING HAGGARD
Did you hear that, Mabruk?

MED SHOT - A CORNER OF THE THRONE ROOM - HAGGARD'S POV

As we WATCH, the FIGURE of an OLD MAN SHIMMERS INTO EXISTENCE. He has a bland, benign aspect, a glorious white beard, and he wears a gown, and a pointed hat.

MABRUK
(bowing grandly)
What does Your Majesty wish of me? Schmendrick, my dear boy, how nice to see you!

(COMES FORWARD)
Well, well, this *is* a surprise! And are you really still in the profession? My, you're a determined fellow...

KING HAGGARD
He has come to take your place. He is now my royal magician.

Schmendrick, Molly and Mabruk REACT with varying degrees of astonishment. The Lady Amalthea seems to notice nothing, and Prince Lir is only looking at the Lady Amalthea. Mabruk covers his wrath with a veneer of superior amusement.

MABRUK
The legendary Schmendrick? The Bumbler's Bumbler? I realise that Your Majesty is a great collector of - ah - *oddities* -

KING HAGGARD
The woman spoke truth. A master magician has not made me happy. I will see what an incompetent one can do. You may go, Mabruk.

CAMERA IN on Mabruk. His seeming affability vanishes...

MABRUK
I am not packed off as easily as that...

WIDE SHOT THRONE ROOM

The chamber DARKENS. A WIND begins to RISE, shaking the window, BANGING the half-open door. Even King Haggard takes a step backward before old Mabruk's vengeful grin. Prince Lir fidgets

with his sword, and Molly shrinks against Schmendrick. We can SEE that *something* is TAKING SHAPE in the center of the room, but not quite what it is, not yet...The WIND GROWS LOUDER, and there is a sudden FLASH OF LIGHTNING in the room.

CLOSE SHOT - THE LADY AMALTHEA

standing by the window. The strange mark on her forehead is GLOWING brightly. She stretches out a hand, pointing at Mabruk...She closes her eyes for a moment - and then the WIND is suddenly GONE, and such LIGHT as there ever was in the dingy throne room has RETURNED.

CLOSE SHOT - MABRUK

He is crouched against a wall, staring at the Lady Amalthea. He begins to LAUGH. Prince Lir takes him by the arm.

PRINCE LIR
(not unkindly)
Come on, old man. I'll write you a reference.

MABRUK
Haggard, I would not be you for all the world. You have let your doom in by the front door, but it will not depart that way. Farewell, poor Haggard, farewell...

He DISAPPEARS as he came, but his LAUGHTER lingers in the chamber. King Haggard stalks across the room toward the Lady Amalthea. She is again gazing out of the window, but when King Haggard nears her she wheels, lowering her head.

KING HAGGARD
I will not touch you. What are you looking at?

LADY AMALTHEA
(softly)
The sea.

KING HAGGARD
Ah...Yes, the sea is always good. There is nothing that I can look at for very long, except the sea...

He bends closer, peering into her eyes. CAMERA MOVES IN on her face.

INT. CU - THE LADY AMALTHEA'S EYES - NIGHT

Faintly at first, and then with increasing clarity, we SEE that there are small animals and birds moving in the blowing darkness of her eyes, and flowers as well - for all the world as though she were somehow preserving the unicorn's lost forest there. CAMERA MOVES IN until for a moment we seem to be *inside* her eyes, inside her ancient magic....

EXT. CLOSE SHOT - KING HAGGARD - NIGHT

He suddenly steps away from her, almost as though he were forcibly jerking himself free...

KING HAGGARD
(shouting)
What is the matter with your eyes? Where am *I*? Why can I not see myself in your eyes?

The Lady Amalthea does not answer. PULL BACK TO INCLUDE Schmendrick and Molly as King Haggard turns.

KING HAGGARD (CONT'D)
*Who is she*?

SCHMENDRICK
(floundering, improvising)
Your Majesty, the Lady Amalthea is my niece.

KING HAGGARD
I want to know who she is. I want to know how she broke Mabruk's magic without saying a word. I want to know why there are green leaves and fox cubs in her eyes. Answer me!

Schmendrick and Molly stare dumbly back at him.

CLOSE SHOT - PRINCE LIR

PRINCE LIR
Father, what difference does it make? She is here now.

BACK TO KING HAGGARD

He turns to consider Prince Lir's words. He makes a SOUND that is almost a sigh.

KING HAGGARD
For once you are right. She is here, they are all here - and whether they mean my doom or not, I will look at them for a while. For a while...

CLOSE SHOT - SCHMENDRICK AND MOLLY

KING HAGGARD (V.O.) (CONT'D)
As my magician, you will entertain me when I wish to be entertained, in manners profound and frivolous. You will receive no wages, since that is certainly not what you came for... As for your - *assistant* - from this evening she is cook and maid-servant together, scrubwoman and scullery maid as well.

Molly nods silently.

INT. CLOSE SHOT - THE LADY AMALTHEA - NIGHT

PULL BACK TO INCLUDE King Haggard, regarding her intently.

KING HAGGARD
*You* may come and go as you please. My secrets guard themselves - will yours do the same?

He goes out of the throne room. PAN to Molly, who moves quickly to the Lady Amalthea at the window.

MOLLY
What is it? What do you see?

EXT. MED SHOT - THE SEA - NIGHT

The waves are breaking high on the beach below the castle.

INT. THE THRONE ROOM - CLOSE SHOT - PRINCE LIR - NIGHT

as he comes hesitantly forward, addressing himself to the Lady Amalthea.

PRINCE LIR
I will find quarters for you. Are you hungry? I will get you something to eat...

Schmendrick leans on the throne, watching him. CAMERA MOVES IN on the Lady Amalthea, who does not turn. Prince Lir takes another step toward her.

PRINCE LIR (CONT'D)
I know where there is some cloth, fine satin. You could make a dress..

CAMERA IN CLOSE on his shy, soft, urgent face.

PRINCE LIR (CONT'D)
Let me help you. What can I do for you?

PAN to the Lady Amalthea. She turns slowly from the window. CAMERA IN FOR CU.

DISSOLVE TO:

EXT. FULL SHOT - KING HAGGARD'S CASTLE - DAY

Rain is coming down savagely, in great blowing gusts. CAMERA MOVES IN slowly on the dreary towers.

CUT TO:

INT. THE SCULLERY - CLOSE SHOT - MOLLY - DAY

She is on her hands and knees, scrubbing doggedly at the stone floor of the dank little room. A few dishes are piled in one corner, and a small FIRE is shivering under a tripod, trying to boil a large pot.

DISSOLVE TO:

INT. THE GREAT HALL - CLOSE SHOT - SCHMENDRICK - NIGHT

By the LIGHT of a few TORCHES affixed to the walls, he is attempting to summon a demon into a pentacle...

CLOSE SHOT - THE PENTACLE

as the DEMON MATERIALIZES. Nasty-looking thing, gargoyle-like, bold, with horns and fangs...

CLOSE SHOT - SCHMENDRICK

at once pleased with himself and totally amazed...

BACK TO THE DEMON

It gives Schmendrick the finger, blows a LOUD RASPBERRY, and DISAPPEARS...

CLOSE SHOT - KING HAGGARD

sitting on his throne. A twitch of amusement crosses his lean old face, and he pats his hands in mocking APPLAUSE.

DISSOLVE TO:

INT. A CASTLE CORRIDOR - LADY AMALTHEA - DAY

She is moving along the dark, ECHOING hall, her hands outstretched like a blind person: frightened and profoundly unsure of where - or *who* - she is. MOVE IN as she comes to a great door and pauses, looking up. PAN UP with her POV...

INT. MOLDING ABOVE THE DOOR - A ROW OF GARGOYLES

They are extremely ugly, and they leer fiercely down at the Lady Amalthea. PULL BACK TO INCLUDE her, as she pushes at the heavy door...

FIRST GARGOYLE
You won't like it in there...

SECOND GARGOYLE
*Nasty* place...

THIRD GARGOYLE
*We* never go in there...

FOURTH GARGOYLE

There are *things* in there...

Their heads crane stiffly to watch the Lady Amalthea as she continues trying to open the door. It finally yields with an ominous CREAK...

ALL THE GARGOYLES
Don't say we didn't *warn you!*

INT. A HIGH, COLD, EMPTY ROOM - LADY AMALTHEA'S POV

Perhaps it was meant to be a ballroom, or a drawing room - we'll never know. There are mirrors on the walls, and great dark chandeliers...PULL BACK TO INCLUDE the Lady Amalthea as she walks hesitantly across the room.

CLOSE SHOT - A LARGE MIRROR - LADY AMALTHEA'S REFLECTION

MOVE IN CLOSE on the mirror as the Lady Amalthea approaches and stands regarding herself in wonder and bewilderment...

LADY AMALTHEA (V.O.)
(a whisper)

WHO ARE YOU?
THE REFLECTION

*I am the last unicorn*...

PULL BACK TO INCLUDE the Lady Amalthea facing the mirror.

LADY AMALTHEA
The last unicorn...

THE REFLECTION
*The last...the last*...

LADY AMALTHEA
(frightened)
Who are you? Who are you?

THE REFLECTION
*I am the last*...

The Lady Amalthea turns from the mirror and runs back across the empty room, the way she came. PULL BACK AND UP as she passes through the doorway and under the row of gargoyles.

ALL THE GARGOYLES
(raucous, mocking)
We *told* you! We *told* you...!

DISSOLVE TO:

EXT. MED SHOT - CASTLE TOWER - DAY

MOVE IN as TWO MEN-AT-ARMS, clad in King Haggard's homemade armor, come CLANKING toward each other on their rounds. They meet and salute each other solemnly.

FIRST MAN-AT-ARMS
Hail!

SECOND MAN-AT-ARMS
Hail!

FIRST MAN-AT-ARMS
No sign of rebellion?

SECOND MAN-AT-ARMS
(irritated)
Of course not, Claude!

FIRST MAN-AT-ARMS
(defensive)
Well, we're *supposed* to ask!

SECOND MAN-AT-ARMS

NOT EVERY FIFTEEN MINUTES -

He breaks off as they both sniff the air. Their faces suddenly light up...

MEN-AT-ARMS
(in unison)
*Molly's cooking*!

They turn and hurry - CLANKING - towards a tower door and the winding stairway beyond.

DISSOLVE TO:

INT. THE SCULLERY - MOLLY, MEN-AT-ARMS - DAY

The scullery looks distinctly more homelike: what could be polished bright has been, and there are even a few flowers roughly arranged in bottles and mugs. The THIRD and FOURTH MEN-AT-ARMS are already seated at a rude wooden table, as the other two come CLATTERING in to join them. Bareheaded, all four men are revealed to be at least seventy years old. Molly is spooning hot soup into bowls set before them.

THIRD MAN-AT-ARMS
Ahh...Smells wonderful, Molly!

FOURTH MAN-AT-ARMS
(tasting the soup)
Mushrooms? Where did you ever find mushrooms?

MOLLY
Oh, I have my ways...Living in the greenwood all those years - believe me, you learn to find things. Try the bread, it's fresh.

Third Man-at-arms reaches for the loaf, but First Man-at-arms slaps his hand away and takes it first. Molly looks on, amused.

SECOND MAN-AT-ARMS
Mmm...Too savory for this place. Haggard hates good food.

FIRST MAN-AT-ARMS
He says that no meal is good enough to justify all the money and effort wasted in preparing it.

MOLLY
(sits down with them)
Why do you stay in his service, then? What on earth keeps you here?

The four men look at each other...

FIRST MAN-AT-ARMS
Where else could we go, at our age?

SECOND MAN-AT-ARMS
When you are old, anything that does not disturb you is a comfort. There are worse things than living like Haggard.

PULL BACK as a little autumn-colored cat leaps lightly into Molly's lap from under the table. She strokes it absently, but all her attention is on the four old men-at-arms.

MOLLY
But when the curse comes true, and the castle falls -

The old men shake their heads as one.

FOURTH MAN-AT-ARMS
That will never happen there will always be the Red Bull...

CLOSE SHOT - MOLLY'S COOKING FIRE

At the mention of the Red Bull, it COWERS DOWN and almost goes out.

CLOSE SHOT - THE CAT IN MOLLY'S LAP

It sits up abruptly, alert and watchful.

ANOTHER ANGLE
The scullery has GROWN DARKER, and in the silence we can feel that it has suddenly turned colder as well. Molly pets the cat, looking from one old man to the next.

MOLLY
(quiet, intense)
What is the Red Bull?

FIRST MAN-AT-ARMS
(after a pause)
We do not know. The Bull has always been here.

SECOND MAN-AT-ARMS

It is King Haggard's strength, and the source of his strength...

THIRD MAN-AT-ARMS
It is his one companion, for sometimes he descends to its lair beneath the castle...

FOURTH MAN-AT-ARMS
But whether tbe Bull or the King is tmaster - that we have never known.

CLOSE SHOT - MOLLY'S CAT

It licks its paws and closes its eyes, PURRING dreamily. PULL BACK TO INCLUDE Molly, who SIGHS in frustration.

MOLLY
(to Men-at-arms)
Your soup's getting cold...

DISSOLVE TO:

EXT. A FOREST PATH - CLOSE SHOT - A GIANT KNIGHT IN BLACK ARMOR - DAY

He is charging straight INTO CAMERA: a figure of pure menace on his great black horse.

BLACK KNIGHTS POV

a much smaller Prince Lir hurtling at him full-tilt - a mosquito assaulting a battleship.

CLOSE SHOT Prince Lir riding CU the hoofs of his horse

CU LIR'S POV

his lance trained on the breast armor of the giant that fills the b.g.

HOLD on them until the moment before impact...

CUT TO:

EXT. THE CASTLE COURTYARD - MED SHOT - MOLLY - DAY

Under a gray sky, with her sleeves rolled up, she is chopping up a small mountain of wood.

CUT TO:

INT. THRONE ROOM - CLOSE SHOT - SCHMENDRICK - DAY

He is tap-dancing - not well - for a stonily-watching King Haggard, while simultaneously PLAYING the lute. Not well.

CUT TO:

EXT. A ROAD ALONG THE SEA'S EDGE - CLOSE SHOT - PRINCE LIR RIDING HOME - SUNSET

He is riding the black horse and holding up the helmet of the Black Knight to admire it in the last light.

CUT TO:

INT. THE CASTLE COURTYARD - MED SHOT - THE LADY AMALTHEA AND MOLLY - SUNSET

The Lady Amalthea is helping Molly mop the stones. CAMERA MOVES IN CLOSE, and we notice that the strange mark has faded notably. We HEAR the deep, cold RUMBLE of the Red Bull somewhere underground, under the castle. The whole courtyard shakes, and the Lady Amalthea and Molly clutch one another's hands, staring at each other...

INT. A CORRIDOR IN THE CASTLE - SUNSET

Schmendrick emerges from the shadows, tiptoeing with elaborate stealth. He pauses every few feet to tap the walls and stamp on flagstones - plainly in search of a secret passageway. The faraway ROAR of the Red Bull suddenly makes the castle tremble, and Schmendrick presses against the wall for support. MOVE IN FOR CU - then...

CUT TO:

EXT. CLOSE SHOT - A DRAGON - DAY

It is a proper fairytale dragon, all fangs, fire and scales. PULL BACK TO SHOW that he is coiled at the mouth of a hillside cave, and that off to his right, well in the b.g. a royal-looking DAMSEL

is tied to a tree, SCREAMING her head off. The dragon rears up, BREATHING FIRE at someone O.S.

CLOSE SHOT - PRINCE LIR

mounted and armored, studying the dragon from the bottom of the hill. He looks a bit shaky, but he sets his lance in rest, slams down his visor, kicks his horse into a trot, and comes charging up the hill with a CHALLENGING WHOOP.

PRINCE LIR
For Lady Amalthea!

WIDE SHOT - THE DRAGON

who charges to meet him, ROARING flames. CAMERA IN CLOSE on his terrifying jaws, until they FILL THE SCREEN...

CUT TO:

EXT. MED SHOT - PRINCE LIR RIDING - DAY

He is SINGING triumphantly as he canters home. MOVE IN CLOSE TO SHOW the dragon's head is tied by its hair to the saddlebow. It is SINGING a bass HARMONY with him...

CUT TO:

EXT. MED SHOT - A CASTLE TOWER - DAY

We can SEE the FIGURE of the Lady Amalthea at the parapet.

EXT. CLOSE SHOT - THE LADY AMALTHEA ON THE TOWER - DAY

She stands motionless, despite the fierce wind that whips at her strange white hair and tugs at the gown that Molly has made for her. She never takes her eyes off the sea, which boils and leaps below the castle - until a SOUND behind her makes her turn.

EXT. CLOSE SHOT - PRINCE LIR - DAY

as he steps out of the tower stairway. He is carrying the ogre's head, and he looks immensely proud of himself. As we PULL BACK TO INCLUDE the Lady Amalthea, he holds up the grisly trophy and lays it at her feet with a flourish.

PRINCE LIR

For you, my lady...

The Lady Amalthea simply looks at the head with her dark, unknowable eyes, and turns away to look out over the parapet again. CAMERA IN CLOSE on Prince Lir's hurt, puzzled face.

DISSOLVE TO:

INT. THE SCULLERY - CLOSE SHOT - PRINCE LIR - DAY

He is seated at the table, which is covered with sorry-looking vegetables. Using the dagger, he is trying to peel a potato. He nicks his finger, winces, puts it in his mouth.

PRINCE LIR
(slightly indistinct)
And then she *looked* at me, and I was sorry I had killed the thing. Sorry for killing a dragon!

He slashes at the potato and wounds himself again, REACTING with a YELP. Molly lights a fire under a cauldron of water.

MOLLY
Cut away from yourself, Your Highness - stop slaying monsters. Try something else.

PRINCE LIR
But what's left on earth that I haven't tried?
(ticks them off on his fingers)
Dragons, ogres, demons, sea serpents, fatal riddles... My great deeds mean nothing to her.

Molly crosses to the table, sits, begins to slice peppers.

MOLLY
Then perhaps the Lady Amalthea is not to be won by great deeds.

Molly's cat jumps into her lap, PURRING thunderously. Prince Lir leans across the table, seizes Molly's hand urgently.

PRINCE LIR
Who is she, Molly? Where does she come from? I don't know any more about her than I did the first day she came here -

MOLLY
Your Highness -

PRINCE LIR
Except that I wish to serve her as you do, to help her find whatever she has come here to find. Will you tell her so?

MOLLY
(touched, pitying)
think if you told her yourself -

PRINCE LIR
But she never speaks to me, Molly! Not a word, not one word in all this time...

His VOICE DRIES UP as he looks past Molly INTO CAMERA.

INT. SCULLERY DOORWAY - CLOSE SHOT - THE LADY AMALTHEA - DAY

She wears a different gown, and her hair is caught up in a blue ribbon. PULL BACK TO INCLUDE Prince Lir, as he stumbles to his feet.

PRINCE LIR
My lady...You really should cover your head when you go out, this weather...

The Lady Amalthea sits down at the table without answering him. The little cat immediately springs up before her, PURRING, staring at her out of eyes grown round and golden.

PRINCE LIR (CONT'D)
I must go. There is a - there's this ogre or something...If I - if I do not return, think of me. Farewell...

MOLLY
Farewell, Your Highness.

Prince Lir bows again and leaves, only looking back once.

MOLLY (CONT'D)
You are cruel to him...

The Lady Amalthea does not look up.

MOLLY (CONT'D)
You might give him a gentle word, at the very least. He only wishes you to think of him.

CAMERA MOVES IN SLOWLY on the Lady Amalthea, whose face is still in shadow as she answers very softly.

LADY AMALTHEA
No, he does not want my thoughts. He wants *me*, as much as the Red Bull did, and with no more understanding. But who is it he wants - which one, which one...?

MOLLY
(an urgent whisper)
Oh, my lady, there is only one. There is only what you are...

LADY AMALTHEA
If I had died when the magician changed me, I would still have been a unicorn. The old man knew, the wizard...

CLOSE SHOT - MOLLY'S CAT

quietly alert, watching and *listening*...

BACK TO MOLLY AND THE LADY AMALTHEA

LADY AMALTHEA (CONT'D)
But that was so long ago. Now I am two - I see her face in the mirror - I think her thoughts by day, dream her dreams every night - Molly, when I wake each morning, it is a little,

Molly comes to her swiftly, puts her hands on her shoulders.

MOLLY

(clear, urgent)

YOU ARE THE LAST UNICORN. YOU CAME HERE TO FIND YOUR PEOPLE -

LADY AMALTHEA
(vague, weary)
Yes - yes, I know, I do remember...But I see *her*, Molly - the *other* - I *feel* her...
(pause)
And I...I *like*...I almost like...No! *No*! I do *not* like her! I do not *want* her...

She buries her face in her hands. Molly embraces her awkwardly, rocking and CROONING to her as to a child.

MOLLY
It'll be all right...it *will*, it will...

BACK TO THE CAT

looking on with mysterious cat amusement...

DISSOLVE TO:

EXT. THE CASTLE GARDENS - DAY

They are a ghostly ruin - strangely picturesque, in their own forlorn way - of dead and half-dead trees and bushes, some of them clinging stubbornly to a fragment of life, as plants will. Did it ever truly bloom? was it ever lovingly maintained? Who knows?

CLOSE SHOT - KING HAGGARD

He is standing in the middle of the garden, looking like a gaunt, blackened, long-dead tree himself, as he surveys the sad moonscape.

CLOSE SHOT - PRINCE LIR

Standing on the path that leads to the garden, he clears his throat and addresses his father shyly.

PRINCE LIR
Molly says we could fix it up...

BACK TO KING HAGGARD

He turns slowly to look at Prince Lir.

BACK TO PRINCE LIR

PRINCE LIR (CONT'D)
Molly says it would take a lot of work, but we could bring it all back. I'd help her...

His VOICE TRAILS OFF as we PULL BACK TO INCLUDE King Haggard, regarding him with unconcealed contempt.

KING HAGGARD
(mimicking him)
*Molly says...Molly says*...

ANGLE ON PRINCE LIR

PRINCE LIR
I have - *I* have something to say...
(when Haggard does not respond)
Father, I have something to say!

KING HAGGARD
(suddenly fierce)
Never call me that! I have told you since you were five years old -

PRINCE LIR
Six. I was six.

KING HAGGARD
Five or six, nothing has changed. I am not your father. I found you on a butcher's block in Hagsgate, like so much meat. And that is still all you are to me.

PRINCE LIR
(hurt, despite himself)
Then why - why did you bring me here?

KING HAGGARD
(quietly, after a long pause)
I thought perhaps you might make me happy.
I was wrong.

CLOSE ON PRINCE LIR

He draws his breath to speak - then turns and walks away.

BACK TO KING HAGGARD

KING HAGGARD (CONT'D)
(mockingly)
You had something to say to me?

BACK TO PRINCE LIR

who turns again to look levelly back at him.

PRINCE LIR
I love you...Father.

BACK TO KING HAGGARD

KING HAGGARD
(flatly)
The more fool you.

BACK TO PRINCE LIR

PRINCE LIR
And I love the Lady Amalthea - and I am going to take her away from this place.

He walks away, this time without looking back.

BACK TO KING HAGGARD

Watching him go, he looks oddly affected - *almost* sad...

KING HAGGARD
(a whisper)
Oh, the more fool you...

DISSOLVE TO:

INT. CU A MIRROR  NIGHT

The Lady Amalthea's REFLECTION APPEARS. RIPPLING, as though seen through water.  We realize that she is awkwardly and rather touchingly attempting to make up her face with a few cosmetics she has found somewhere.

REFLECTION
*Who are you?...Who are you?*

PULL BACK TO INCLUDE the Lady Amalthea, dropping her cosmetics and answering hesitantly.

LADY AMALTHEA
I am...I am Amalthea...

REFLECTION
(more insistently)
*WHO ARE YOU?*

LADY AMALTHEA
I *told* you...!

PULL BACK FURTHER TO SHOW that we are not in the room with the gargoyles over the door, but in what must have been meant to be a lady's bedroom, so thick with cobwebs that one can't tell them from the lacy furnishings.  It's a good bit like Miss Havisham's room in "Great Expectations" - except that the ancient DOLL on the forever-unused pillow TALKS...

THE DOLL
Are you sure?  Are you sure?

THE LADY AMALTHEA
I am the Lady Amalthea -

FAST PAN to a WALL LAMP that would illuminate the room if anyone had lit it for decades...

THE WALL LAMP
Who is that?  Who is the Lady Amalthea?

ZOOM BACK to the Lady Amalthea.

THE LADY AMALTHEA
(faltering)
She is...I am -

FAST PAN to a MUSIC BOX by the bed, TINKLING gaily.

THE MUSIC BOX
Who is the Lady Amalthea?

ZOOM BACK for CU of the Lady Amalthea.

THE LADY AMALTHEA
*No*! I am a unicorn! I am the last unicorn! I *am*!

EXT. FULL SHOT - THE CASTLE - SUNSET

Twisted and surreal and soulless as it is, it looks almost beautiful in the FADING LIGHT of a calm, benign evening...

INT. THE SCULLERY - MOLLY, THE LADY AMALTHEA - EVENING

The Lady Amalthea is seated at the table as Molly brushes her long white hair. Molly's kitchen cat is crouched PURRING on the table, but when the Lady Amalthea reaches out a hand to him, he backs away. Molly smiles.

MOLLY
You see - *he* knows what you are. He's afraid of losing himself to you. Cats are like that.

MOVE IN on the Lady Amalthea as she raises her head, and her eyes widen and darken with the remembrance of herself. She puts one hand over Molly's hand...and as she does so, the stone floor of the scullery once again shiver with the distant - yet terribly near - RUMBLE of the Red Bull.

LADY AMALTHEA
(quietly)
He is calling to me.

MOLLY
*No*!

LADY AMALTHEA
I must go to him. I must face him again, before I forget myself forever, but I do not know the way, and I am lonely...

MOLLY
Haggard goes down to him - the old men told me. Schmendrick will find the way for us -

LADY AMALTHEA
(disdainfully)
What help can he be? He is no magician now - nothing but the king's poor clown.

CLOSE ON MOLLY

Suddenly, to her own surprise, she is genuinely angry with her adored Lady Amalthea.

MOLLY
He is doing it for you. Day after day, he plays the fool for Haggard, trying to keep him from learnng what you are. You do wrong to mock him.

PULL BACK TO INCLUDE the little cat, watching them as they face each other.

LADY AMALTHEA
(whispering)
Forgive me...

She turns and runs from the scullery. Molly calls after her.

MOLLY
My lady - !

The Red Bull BELLOWS again - this time sounding very close. Taken by surprise, Molly CRIES OUT, clutching the table. CAMERA MOVES IN on the cat.

THE CAT
(calmly)
He is going out. He goes out every sundown to hunt for the strange white beast that escaped him. You know that perfectly well. Don't be stupid.

INT. CLOSE SHOT - MOLLY - DAY

She catches her breath and stares at the cat. PULL BACK TO INCLUDE the cat as she speaks.

THE CAT
So that is a unicorn. She is very beautiful.

MOLLY
How do you know she is a unicorn?

THE CAT
No cat out of its first fur can ever be deceived by appearances. Unlike human beings, who seem to enjoy it.

Molly sits down slowly at the table, begins to stroke the cat's head.

THE CAT (CONT'D)
You have very little time. Soon there will only be a human woman in that body, and no unicorn at all, ever again. It may be that she will marry the good prince, who loves her...
(pushes his head hard into Molly's suddenly still hand)
Do that...That's nice...

His VOICE TRAILS OFF, as he PURRS contentedly.

MOLLY
No. No, that cannot be. She is the last...

THE CAT
Well then, she must do what she came to do. She must take the king's way down to the Red Bull.

In astonishment, Molly grabs him up and holds him so hard that he gives a mouselike SQUEAK of protest.

MOLLY
Is there a way? Tell me the way, tell me where we must go!

She puts the cat down on the table. CAMERA IN CLOSE on him, as he washes his paws thoughtfully before he speaks again.

THE CAT
When the wine drinks itself...when the skull speaks...when the clock strikes the right time - only then will you find the tunnel that leads to the Red Bull's lair...There's a trick to it, of course.

MOLLY
I'll bet. *What* skull - *what* clock? Oh, cat, wouldn't it be simpler just to show me the tunnel? You know where it is, don't you?

The cat yawns, and his eyes begin to close...

MOLLY (CONT'D)
(quickly)
Tell me *one* thing, then. What became of the unicorns? Where are they?

THE CAT
(drowsy, fading)
Near and far, far and near...They are within the sight of your lady's eyes, but almost out of her reach.

His VOICE TRAILS AWAY into a deep, regular PURR, and his eyes close completely.

MOLLY
(frustrated, furious)
Damn you, why won't you help me? Why must you always speak in riddles?

MOVE IN CLOSE on the cat, as one green-gold eye opens.

THE CAT
I am what I am. I would tell you if I could, for you have been kind to me. But I am a cat. And no cat anywhere ever gave anyone a straight answer...

And he is asleep. PAN back to Molly, as she sits at the table looking at him. CAMERA IN CLOSE on her face.

DISSOLVE TO:

EXT. FULL SHOT - THE CASTLE - DAY

It is winter now, and the castle is wrapped in HOWLING gusts of snow. CAMERA MOVES IN SLOWLY.

CUT TO:

EXT. FULL SHOT - THE SEA - DAY

lashed by the storm to wild, surging whiteness, FILLING THE SCREEN with its fury...

EXT. A CASTLE TOWER - CLOSE SHOT - KING HAGGARD DAY

Blizzard or no blizzard, King Haggard is out there, staring in his strange iron rapture at the sea. PULL BACK TO INCLUDE Schmendrick, who is wrapped in rags and strips of blanket, and is still shivering uncontrollably. King Haggard turns to him and SNAPS HIS FINGERS. Schmendrick holds out a deck of cards for Haggard to pick one. MOVE IN on the king as his thin smile widens mockingly. Very deliberately, he reaches out a hand...

CUT TO:

INT. THE GREAT HALL - DAY

PAN SLOWLY among the stone columns...

CLOSE SHOT - MOLLY

exploring the hall, step by wary step...

CLOSE SHOT - A PILLAR

on which a human skull, mounted high on the pillar, is barely visible in the darkness. It has a peculiarly taunting grin, even for a skull...

BACK TO MOLLY

beginning to smile in triumph.

MOLLY
Well. Well, well, *well*. Hello, there...

CUT TO:

INT. FULL SHOT - THE SCULLERY - NIGHT

Molly has made it even more homelike: the pots are all shining, and there are dried flowers hanging between them on the walls, as well as drawings rather like children's work.

CLOSE SHOT - SCHMENDRICK

He is huddled by Molly's fire, drinking soup, still shivering. The WIND'S HOWL CONTINUES O.S.

SCHMENDRICK
I can't do this very much longer.

PULL BACK as Molly comes to stand beside him

SCHMENDRICK (CONT'D)
He had me reading tea leaves and coffee grounds all day. Ice in the cups, and he had me reading tea leaves.

MOLLY
(eagerly)

BUT I TOLD YOU, I ALREADY FOUND THE SKULL - THE ONE THE CAT WAS TALKING ABOUT! AND MAYBE THE CLOCK -

SCHMENDRICK
(interrupting)
Molly, he *knows*! He knows what she is, I'm sure of it...

MOLLY
(after a pause)
What can we do?

SCHMENDRICK
(intensely, leaning toward her)

The only hope we have is to escape at night - by sea, if I can find a boat somewhere...

MOLLY
(a soft cry of protest)

BUT THE OTHERS! SCHMENDRICK, WE *CAN'T* JUST -

CLOSE SHOT - THE SCULLERY DOOR - PRINCE LIR - NIGHT

He stands shyly in the entrance, holding a couple of creased and grubby sheets of paper.

PRINCE LIR
Molly - I've practically got the whole poem now...

PULL BACK TO INCLUDE Schmendrick and Molly, as he comes into the scullery. Schmendrick turns away.

MOLLY
Oh...Yes, of course, Your Highness.

Prince Lir hands her the papers.

PRINCE LIR
And wherever you think the spelling's wrong, you could - you know...

He makes a deprecatory little gesture. Molly smiles.

MOLLY
I always do.

PRINCE LIR
I'd really hate for her to know I can't spell...

He SIGHS and wanders out of the scullery again. Molly turns back to Schmendrick.

SCHMENDRICK
It doesn't really matter anyway. She's no unicorn now, but someone for that fool to write poems about..

CAMERA MOVES IN on him, as he pauses.

SCHMENDRICK (CONT'D)
And I couldn't change her back even if we did find the others. There's no magic in me.

He pushes his bowl aside, leans his head into his hands.

CUT TO:

EXT. CLOSE SHOT - THE HARPY - NIGHT - DIFFUSED FX

spreading her bronze wings and flowering terribly out of her dissolving cage...

CUT TO:

EXT. CLOSE SHOT - SCHMENDRICK - NIGHT - DIFFUSED FX

fumbling with cage bars - then GASPING and snatching away his bleeding hands...

CUT TO:

EXT. CLOSE SHOT - MOMMY FORTUNA - NIGHT - DIFFUSED FX

LAUGHING triumphantly and stretching out her arms as the harpy plunges down upon her...

CUT TO:

INT. THE LADY AMALTHEA'S CHAMBER - CLOSE SHOT - THE LADY AMALTHEA - NIGHT

as she wakes out of her nightmare with a CRY, sitting up in her bed, her eyes huge and wild and terrified.

CUT TO:

INT. A CASTLE STAIRWAY - CLOSE SHOT - PRINCE LIR - NIGHT

He is climbing the stairs slowly, mumbling to himself, obviously working on another poem.

PRINCE LIR

*"The lift of longing and the crash of loss...The bitterness of tumpty-umpty-oss."* Cross, boss, moss... Damn.

INT. CLOSE SHOT - THE LADY AMALTHEA ON THE STAIR - NIGHT

She is standing at the turn of the stairs just above Prince Lir. She wears a robe; her hair is down and her feet are bare, and she is still dazed and frightened from her dream. PULL BACK TO INCLUDE the startled, stammering Prince Lir.

PRINCE LIR
Give you good evening, my lady....

The Lady Amalthea stares at him through the gloom, putting out her hand but drawing it back quickly.

LADY AMALTHEA
(whispering)
Who are you?

PRINCE LIR
(amazed, frightened)
I'm Lir. Don't you know me? I'm Lir.

LADY AMALTHEA
Lir...Are you really Prince Lir..?

Prince Lir takes a careful step toward her.

PRINCE LIR
You were dreaming, my lady...

LADY AMALTHEA
(low)
But I am always dreaming, even when I wake. It is never finished.
(stops herself)
I will not trouble you, my lord prince...

She turns, about to start back up the stair. CAMERA IN CLOSE on Prince Lir's face.

PRINCE LIR
(impulsively)
*Please*...

The Lady Amalthea turns again at the intensity in his voice. Prince Lir speaks slowly, haltingly, with total sincerity.

PRINCE LIR (CONT'D)
Lady, I would court you with more grace if I knew how. My dragons and my ogres and such - they weary you, but they are all I have to offer. I haven't been a hero very long...

PULL BACK TO INCLUDE the Lady Amalthea as he speaks.

PRINCE LIR (CONT'D)
...and before I was a hero, I was nothing, nothing at all. Perhaps I am only a different nothing now, but I am here, and it is wrong for you to - to let me go to waste...

*And* for the first time in her human existence, the Lady Amalthea smiles.

CU PRINCE LIR
Hardly believing, he smiles back...

INT. MED SHOT - A LANDING ABOVE THEM - KING HAGGARD - NIGHT

MOVE IN as he watches expressionlessly from the shadows.

INT. BACK TO THE LADY AMALTHEA AND PRINCE LIR

PRINCE LIR
I would - I would enter your sleep if I could, and guard you there. But I cannot come in unless you dream of me...

The Lady Amalthea reaches out a hesitant hand toward him Prince Lir takes it gently in his own.

DISSOLVE TO:

EXT. CASTLE TOWER - CLOSE SHOT - LADY AMALTHEA, PRINCE LIR - DAY

They are walking slowly across the tower, hand in hand, not speaking, looking only at each other, both of them smiling just a little.

DISSOLVE TO:

EXT. THE CASTLE GARDEN - LADY AMALTHEA, PRINCE LIR - DAY

They walk down into the cold, barren ruin as though they were surveying the ground for a castle of their own...

PRINCE LIR
You know, we *will* have to live here. I wish we didn't - it's really a terrible place - but if I'm going to be king someday...

LADY AMALTHEA
(hushing him gently)
It won't be terrible. You will be here.

They kiss for the first time...

PRINCE LIR
I'll fix it up for you. I'll make it beautiful - I *will*...

LADY AMALTHEA
(smiles)
I know.

They kiss again...

CUT TO:

INT. THE GREAT HALL - CLOSE SHOT - SCHMENDRICK - DAY

He is standing before a tall, dark clock whose hands point to four o'clock. As we MOVE IN CLOSE, it begins to STRIKE maniacally, BONGING and CREAKING ten or fifteen times in a completely random rhythm, and making NOISES like metallic HICCUPS and BELCHES. It finally stops.

SCHMENDRICK
Oh, that's lovely...*When the wine drinks itself - when the skull speaks -when the clock strikes the right time*. Lovely -

He wheels as we HEAR the MURMUR of Prince Lir and the Lady Amalthea's VOICES O.S. He looks around for a hiding place, then ducks behind the clock.

CLOSE SHOT - PRINCE LIR AND THE LADY AMALTHEA

They come strolling through the hall. Lady Amalthea holds his arm and looks up at him.

PRINCE LIR
Well, of course, you're of noble birth, anybody can see *that*... Maybe your father was lost at sea - lost on a Crusade...

LADY AMALTHEA
(sadly)
Alas, my lord, you will have to remember me for me...

PRINCE LIR
I mean, you can't really be that ridiculous magician's niece - it's just out of the question...

CLOSE SHOT - SCHMENDRICK BEHIND THE CLOCK - DAY

REACTING in silent outrage to that one. PAN away to the Lady Amalthea and Prince Lir, as they pass the clock and continue across the great hall.

BACK TO SCHMENDRICK
as Prince Lir's VOICE FADES O.S. Schmendrick comes out of his hiding place, looks after them somberly, then turns back to look at the clock. As he regards it, it BONGS three times, for absolutely no reason.

SCHMENDRICK
(sourly,to clock)
Just going to be great friends, aren't we?

DISSOLVE TO:

EXT. FULL SHOT - THE CASTLE AND THE SEA - DAY

The sky is piled high with dirty-gray clouds, but it is not raining. Ugly birds are swooping out restlessly toward the smoky horizon, and then circling back to strut on the sand. The tide is low, and near to turning.

EXT. THE HIGHEST TOWER - CLOSE SHOT - LADY AMALTHEA - DAY

She is standing at the parapet, looking down at the sea. As the CAMERA MOVES IN, she stiffens, obviously having sensed something behind her. She speaks quietly, not turning.

LADY AMALTHEA
Your Majesty...

TWO-SHOT - KING HAGGARD AND THE LADY AMALTHEA

KING HAGGARD
(a rustling chuckle)
Love is slowing you down, my lady. You would have heard me much sooner, only a few days ago...

The Lady Amalthea moves away from the parapet, crossing to a side of the tower that faces inland.

LADY AMALTHEA
(pointing)
Your son is coming home...

EXT. A DISTANT VALLEY - LONG SHOT - PRINCE LIR - DAY

We can just SEE him, riding home with the hazy sunlight WINKING off his armor.

BACK TO KING HAGGARD

KING HAGGARD
Lir? He's none of mine. I picked him up, that is all. It was pleasant enough, at first, having a son, but it died quickly.

EXT. MED SHOT - PRINCE LIR - DAY

KING HAGGARD (V.O.)

All things die when I pick them up. I do not know why they die, but it has always been so. There is only one thing that has ever belonged to me..

EXT. BACK TO KING HAGGARD AND THE LADY AMALTHEA

The Lady Amalthea turns to look at King Haggard, speaking with a certain human lightness in her voice.

LADY AMALTHEA
The Red Bull. Yes, that must be a comfort.

CAMERA MOVES IN CLOSE as King Haggard suddenly grips her shoulders and bends his long gray face down to her.

KING HAGGARD
Do not mock me! The Red Bull came to me long ago, seeking a master. He serves anyone who has no fear, and I have no more fear than I have rest. Do not mock me!

The Lad Amalthea slips from his grasp and steps back. King Haggard levels a shaking finger at her.

KING HAGGARD (CONT'D)
I know very well what you have come for, and you know very well that I have it. Take it, then, take it if you can, but do not mock me!

LADY AMALTHEA
(quietly)
My lord, in all your castle, in all your realm, there is only one thing I desire - and you have already told me that he is not yours. Good day, Your Majesty.

She turns away from him and starts toward the tower stairway. ZOOM IN for CU Haggard.

KING HAGGARD
*I know you...*

The Lady Amalthea pauses, turning back to face him.

KING HAGGARD (CONT'D)
I almost knew you as soon as I saw you on the road, coming to my door Since then, there is no movement of yours that has not betrayed you. A pace, a glance, a turn of the head, the flash of your throat as you breathe, even your way of standing perfectly still - they were all my spies. You have made me wonder for a little while, and in my own way I am grateful. But your time is done.

He turns and steps to the seaward side of the tower, beckoning to the Lady Amalthea as he does so.

KING HAGGARD (CONT'D)
The tide is turning. Come and see it. Come here.

She hesitates, then comes slowly toward him.

EXT. FULL SHOT - THE SEA BELOW THE CASTLE - DAY

The waves are coming in, gray and green, crouching as they near the shore, arching their backs higher and higher, and then springing up the beach, only to fall back...

KING HAGGARD (V.O.)
There...There they are. There they are...

EXT. THE TOWER - CLOSE SHOT - THE LADY AMALTHEA AND KING HAGGARD - DAY

He is smiling at her with a terrible happiness, pointing down to the white water.

KING HAGGARD (CONT'D)
They are mine, they belong to me. The Red Bull gathered them for me, one by one, and I made him drive each one into the sea. Now they live in the sea, and every tide still carries them within an easy step of the land. But they dare not come out of the water. They are afraid of the Red Bull...

MOVE IN CLOSE on the Lady Amalthea, staring at him. She turns again to look down at the water.

MED SHOT - THE SEA - LADY AMALTHEA'S POV - DAY

We SEE - as she does - the thin beach, and the rocks, and the birds, and the rising tide, and nothing more...

KING HAGGARD (V.O.)
I like to watch them. They fill me with joy. I am sure it is joy...

DISSOLVE TO:

FLASHBACK:

EXT. A SPRING WOOD - MED SHOT - TWO UNICORNS - DAY

One of the unicorns is drinking from a stream, while the other rests her head on his back.

KING HAGGARD (V.O.)
The first time I felt it, I thought I was going to die...I said to the Red Bull, I must have them, I must have all of them, all there are, for nothing makes me happy but their shining and their grace. So the Red Bull caught them, one by one. It was all the same to the Red Bull.

END FLASHBACK

CUT TO:

EXT. FULL SHOT - THE SEA - DAY

KING HAGGARD (V.O.)
I have never been young. I always believed that nothing was worth my heart, because nothing lasts, and I was right, and so I was always old. Yet each time I see the unicorns - *my* unicorns - it is like that morning in the woods, and I am truly young in spite of myself.

EXT. THE TOWER - CLOSE SHOT - KING HAGGARD AND THE LADY AMALTHEA - DAY

King Haggard wakes out of his reverie, turns to the lady Amalthea, patting her hand almost affectionately.

KING HAGGARD
You are the last. I always knew.

CAMERA MOVES IN CLOSE on the Lady Amalthea.

LADY AMALTHEA
My lord, I do not understand, I see nothing at all in the water.

EXT. FULL SHOT - THE SEA - DAY

We too SEE only the waves and the rocks and the birds...

EXT. THE TOWER - CLOSE SHOT - KING HAGGARD - DAY

He is suddenly furious, absolutely livid with rage.

KING HAGGARD
(whispering)
Do you still deny yourself? Do you dare still pretend to be human?

He looms over the Lady Amalthea: old, mad, shaking uncontrollably, reaching out for her...

KING HAGGARD (CONT'D)
I'll hurl you down to your folk with my own hands, if you dare deny yourself...

She backs away, comes up against the parapet.

EXT. MED SHOT - THE SEA - LADY AMALTHEA'S POV - DAY

The breaking surf seems to be reaching up for her....

BACK TO KING HAGGARD

He hangs above her like a wave himself, poised to crush her. PULL BACK TO INCLUDE the Lady Amalthea, her back to the parapet, facing him with silent defiance. His face changes, becomes almost pitying. Haggard grabs her head and pulls back her hair. CAMERA MOVES IN CLOSE on the Lady Amalthea. The small, strange mark is entirely gone now.

KING HAGGARD (V.O.)
It must be so, I cannot be mistaken. Yet your eyes - your eyes are like any eyes that never saw unicorns...

CU THE LADY AMALTHEA'S EYES

CAMERA MOVES very slowly into her eyes. As before, we are *inside* her eyes; but this time there is nothing of her forest there, and no magic at all beyond their human beauty.

KING HAGGARD (CONT'D)
What cheat is this, how can it be? There are no green leaves in your eyes now...

BACK TO KING HAGGARD AND LADY AMALTHEA

KING HAGGARD (CONT'D)
(reassuring himself)
It makes no difference. I can wait. The end will be the same. I can wait.

He steps back, bows with ceremonious mockery, then walks away. CAMERA MOVES IN on the Lady Amalthea. Suddenly limp, she stumbles against the parapet...

EXT. FULL SHOT - THE SEA - DAY

raging impotently at the foot of the castle.

EXT. THE TOWER - CLOSE SHOT - THE LADY AMALTHEA - DAY

still trembling against the parapet.

CLOSE SHOT - SCHMENDRICK

He approaches her, his eyes full of a new understanding.

SCHMENDRICK
(gently)
All right. It's all right. We'll find them now. Come on. Come with me...
(puts his arm around her shoulders)
Please don't cry. If you've become human enough to cry, then no magic in

the world can help you. Come with me.
Don't cry...

She turns her face to him, showing only helpless human sorrow and fear. Schmendrick begins to lead her away.

SCHMENDRICK (CONT'D)
We'll find them now...

INT. THE GREAT HALL - NIGHT

We SEE nothing but the weak GLIMMER of a torch - and we HEAR nothing but GUST AFTER GUST of mocking, terrifying, hysterical LAUGHTER...

CLOSE SHOT - THE SKULL ON THE PILLAR

It is LAUGHING itself silly. PULL BACK TO INCLUDE Molly - holding the torch - and a plainly furious Schmendrick. A little way from them, the Lady Amalthea stands in shadow.

SCHMENDRICK
All right for you, you pretentious kneecap! How would you like a punch in the eye?

The skull just goes on LAUGHING.

MOLLY
Schmendrick, you made it laugh, anyway. Maybe that's all you need for the riddle...

CU THE SKULL

THE SKULL
(cheerfully)
It isn't.

It LAUGHS some more.

BACK TO SCHMENDRICK, MOLLY AND THE LADY AMALTHEA

MOLLY
(eagerly)
Oh, you *can* speak! Schmendrick, it worked!

PAN to the skull, still CHUCKLING sardonically.

THE SKULL
Come on. Ask me how to find the Red Bull. Even Prince Lir doesn't know the secret way, but I do.

SCHMENDRICK
(distrustfully)
Answer the riddle, then. Tell us the way.

THE SKULL
(archly)
Say *please*...

SCHMENDRICK
*Please*...

THE SKULL
(laborate pause)
No.

Then it LAUGHS like mad.

MOLLY
Why not? What kind of game *is* this?

THE SKULL
Oh, it's so nice to have someone to play with! Try me tomorrow. Maybe I'll tell you tomorrow...

MOLLY
(pleading)
But we have no time! We may be too late now!

THE SKULL
(brightly)
I have time. I've got time enough for all of us...

Schmendrick grips Molly's arm and pulls her aside.

SCHMENDRICK
(low, fierce)

Where's the wine? Let me see what I can do with the wine.

MOLLY
(unhappily)
I couldn't find any. I looked everywhere...
(defensively)
I *looked*...

Schmendrick lifts his arms and lets them falls helplessly to his side, as he stares at her. PULL BACK so that we SEE them from the silent Lady Amalthea's POV. Molly produces a small flask from the fold of her dress.

MOLLY (CONT'D)
I thought if you had some water to start with...

Schmendrick looks at her. The skull HOWLS with laughter.

THE SKULL
*Him*?

Schmendrick snatches the flask of water from Molly, and the CAMERA MOVES IN as he bends over it, MURMURING barely-audible phrases. He pauses abruptly, looking back at Molly.

SCHMENDRICK
You understand, it's not going to be very good wine. *Vin ordinaire*, if that. And it's usually too sweet, and how I'm supposed to get it to drink itself...

CLOSE SHOT - THE SKULL

THE SKULL
(eagerly)
What are you doing? Hey, do it over here, I can't see a thing!

CLOSE SHOT - SCHMENDRICK

He finishes his soft CHANT, tilts the flask to drink - then shakes it -then stares at it - and finally, with a small, awful smile, turns it over. Nothing runs out.

SCHMENDRICK
(almost cheerfully)
That's done it. That has finally done it.

He lifts the flask to hurl it across the hall.

CLOSE SHOT - THE SKULL

THE SKULL
(in real anguish)
No, wait - hey, *don't*! Don't *do* that! Give it to me if you don't want it, but don't throw it away!

It begins to rock and lurch on the pillar, WHIMPERING.

BACK TO SCHMENDRICK AND MOLLY

They stare at the skull - at each other - then back to the skull. PULL BACK TO INCLUDE the skull.

SCHMENDRICK
But you're dead! You can't smell wine, can't taste it -

THE SKULL
(passionately)
But I *remember*!

SCHMENDRICK
(thoughtfully)
Well, if you should remember the entrance to the Red Bull's lair as well as you remember wine...

THE SKULL
Done! Give me one drink now, and I'll tell you anything you want to know!

SCHMENDRICK
(shakes his head)
You can have all of it. After you tell us the way.

THE SKULL
The way is through the cloc...

PAN slowly away through the hall to the ancient clock. As CAMERA MOVES IN, the clock goes into one of its manic spasms, BONGING, CLANKING and BELCHING randomly. Inside, we can SEE its rusty works twitching and turning.

SCHMENDRICK (V.O.)
Through *that*?

MOLLY (V.O.)
You mean, when the clock strikes the right time, it opens - and there's a secret stair..?

BACK TO THE SKULL

THE SKULL
That clock will never strike the right time. You just walk through it, and the Red Bull is on the other side. *Gimme*.

PULL BACK TO INCLUDE Schmendrick and Molly.

SCHMENDRICK
But you can't just walk through a clock - !

THE SKULL
(matter-of-fact)
To reach the Red Bull, you have to walk through *time*. A clock isn't time, it's just numbers and springs. Pay it no mind - just walk right on through. About that wine, now...

Schmendrick tips the empty flask to the empty mouth, and the skull GURGLES and SMACKS, savoring the non-existent wine.

THE SKULL (CONT'D)
(contentedly)
Ahh...ah, that was the real stuff, that was *wine*! You're more of a magician than I thought...

SCHMENDRICK
(abruptly, to Molly)
Let's go.

PAN with Molly as she hurries to the Lady Amalthea, takes her gently by the hand.

MOLLY
My lady, it's time. We're going to find your people now...

The Lady Amalthea does not speak, but she allow Molly to draw her forward.

CLOSE SHOT - THE SKULL

It stares at the Lady Amalthea, plainly recognising her. A MOMENTARY LIGHT FLARES deep in the moldering eyesockets.

THE SKULL
(softly)
Oh, no...No, you don't. Not *that* one...

CLOSE SHOT - THE LADY AMALTHEA

silent, beautiful, waiting...

BACK TO THE SKULL

THE SKULL (CONT'D)
(begins to shout)
*Unicorn*! Haggard, Haggard - *unicorn*! *Unicorn*!

BACK TO SCHMENDRICK, MOLLY AND THE LADY AMALTHEA

SCHMENDRICK
*Run*!

PAN with them as they flee across the hall toward the clock.

BACK TO THE SKULL

SHRIEKING wildly on its pillar.

THE SKULL
Haggard, where are you? The clock, Haggard - there she goes! *Unicorn! Unicorn*!

We HEAR FEET RUNNING, the CLASH of SPEARS, the confused VOICES of the old men-at-arms...

CLOSE SHOT - THE CLOCK

silent now, tall and black and gaunt....

CLOSE SHOT - SCHMENDRICK, MOLLY AND THE LADY AMALTHEA

as they reach the clock.

SCHMENDRICK
Go on! Go on through!

MEDIUM WIDE - THE CLOCK

CAMERA MOVES IN on the Lady Amalthea, who never hesitates. She walks straight into the clock and VANISHES immediately. Through the dim, speckled glass, we can SEE the weights and the pendulum and the chimes - but there is no door through which the Lady Amalthea might have gone. Molly falters, turns to Schmendrick.

MOLLY
Schmendrick - I don't think -

SCHMENDRICK
*Go on*!

He pushes her toward the clock, turns to look back.

CLOSE SHOT - KING HAGGARD

His trembling old men-at-arms hold TORCHES up behind him as he strides toward Schmendrick. With his huge sword brandished high, and his face contorted with fury - and with fear - he is as terrifying an apparition as the Red Bull...

BACK TO SCHMENDRICK AND MOLLY

We MOVE IN CLOSE on Molly as she takes a deep breath and walks into the clock. We do not SEE her disappear, as we did the Lady Amalthea - rather, everything around her VANISHES: Schmendrick, King Haggard, the great hall and all. There is nothing but BRIGHT MIST...

BACK TO KING HAGGARD

as he lunges forward, waving his sword...

BACK TO SCHMENDRICK
He dodges behind the clock as King Haggard charges at him. The great sword WHISTLES past his head...

INT. THE FAR SIDE OF THE CLOCK - BRIGHT MIST - CLOSE SHOT - MOLLY NIGHT

She turns dazedly around in the MIST that is forming clouds in changing shapes and rainbow colours reflecting on their edges, and we SEE that she is standing beside the Lady Amalthea. The two women embrace, as we PULL BACK TO INCLUDE Prince Lir standing nearby, watching them.

PRINCE LIR
(quietly, sadly)
And you would have gone without me..

LADY AMALTHEA
(goes quickly to him)
I would have come back. I do not know why I am here, or who I am. But I would have come back -

PRINCE LIR
No. You would never have come back.

MOLLY
Never mind all that! Where's Schmendrick?

INT. THE GREAT HALL - CLOSE SHOT - SCHMENDRICK AND KING HAGGARD - NIGHT

still playing their deadly hide-and-seek around the clock. Crouched, clutching his sword in both hands, King Haggard feigns a move to the left...

CLOSE SHOT - THE MEN-AT-ARMS

huddled on the stair, plainly not about to help Haggard.

BACK TO SCHMENDRICK AND KING HAGGARD

Schmendrick falls into the trap, springing to the right - and the sword comes down...

BACK TO THE MEN-AT-ARMS

MEN-AT-ARMS
(crying out as one)
*No*!

BACK TO SCHMENDRICK AND KING HAGGARD

We go into SLOW MOTION and DISTORTED SOUND, as Schmendrick reels against the clock...

INT. THE OTHER SIDE OF THE CLOCK - MOLLY, THE LADY AMALTHEA AND PRINCE LIR MIST - NIGHT

MOLLY
Where *is* he? I'll go back myself, if you won't!

She turns from them, starts back toward the CURTAIN OF MIST where they came through...

CLOSE SHOT - SCHMENDRICK

He comes out of the MIST, staggering a little, one hand pressed to his head. Molly runs to him.

MOLLY (CONT'D)
*Schmendrick*...

SCHMENDRICK
It's all right - it's not deep. I couldn't get through until it happened...

Molly tears a strip out of her dress to serve as a bandage. Schmendrick bows shakily to Prince Lir.

SCHMENDRICK (CONT'D)
The skull said you didn't know the way...

PRINCE LIR
What way? What was there to know? I am where she is.

Schmendrick begins to LAUGH softly as Molly binds his head.

SCHMENDRICK
Poor Haggard...

INT. THE GREAT HALL - CLOSE SHOT - KING HAGGARD - NIGHT

He is attacking the clock like a madman, with his hands and feet as well as his sword. PULL BACK TO INCLUDE his men-at-arms, looking on in absolute terror.

CU A FINAL STROKE OF THE SWORD

The glass SHATTERS.

MED SHOT - CLOCK

PULL BACK TO WIDE as the clock sways - then goes over, CRASHING on the stone floor.

CGI MORPH

Its dragonlike design blows up for a last time to full size a dragon falls down and lies there like a hellish dinosaur. There is no sign of any door on the wall behind the beast.

INT. THE OTHER SIDE OF THE CLOCK - SCHMENDRICK, MOLLY, PRINCE LIR, LADY AMALTHEA MIST - NIGHT

They whirl at the distant SOUND of the CRASH, and at the wordless SQUALL OF TRIUMPH that follows it. The SHIMMERING HAZE around them VANISHES, leaving them in the jagged, stony DIMNESS of a tunnel. PAN from face to face as they stand looking at one another.

SCHMENDRICK
Haggard has destroyed the clock. Now there is no way back -and no way out but the Red Bull's way...

INT. THE TUNNEL - NIGHT

The walls of the cavern seem to give off a PALE, OMINOUS BRIGHTNESS of their own, as the tunnel winds steadily downward. PAN SLOWLY along the strange little procession the Lady Amalthea leads, followed by Prince Lir, Schmendrick and Molly. MOVE IN CLOSE on Schmendrick and Prince Lir.

SCHMENDRICK

...and the rest you know. We came here seeking unicorns, and we have found them at last. Your father has them all now, drifting in and out on the tides for his delight -all but one. That one is the Lady Amalthea.

PRINCE LIR
(almost absently)
Yes. Yes, I know.

SCHMENDRICK
(amazed, annoyed)
What do you mean, you know? She doesn't know herself -

PRINCE LIR
(turns to face him)
I knew the first time I saw her that she was something more than I could see...

CLOSE SHOT - THE LADY AMALTHEA

Moving a little way ahead of the others, she halts, listening to Schmendrick and Prince Lir.

PRINCE LIR (CONT'D)
Unicorn, mermaid, sorceress - no name you give her would surprise me, or frighten me. I love whom I love.

SCHMENDRICK (V.O.)
That's a very nice sentiment. But when I change her back into her true self -

The Lady Amalthea turns quickly, starts back to them.

BACK TO SCHMENDRICK AND PRINCE LIR

PRINCE LIR
I love whom I love...

PULL BACK TO INCLUDE the Lady Amalthea as she reaches them.

LADY AMALTHEA
I will go no farther.

SCHMENDRICK
There is no choice. We can only go on.

Molly joins them, silently anxious.

LADY AMALTHEA
(to Prince Lir)
Do not let them change me. It is a unicorn the Bull wants. Tell him not to change me into a unicorn.

Prince Lir twists his fingers in awkward anguish, and does not answer. Schmendrick speaks quietly.

SCHMENDRICK
If we do that, there will never be another chance. All the unicorns of the world will remain prisoners forever - except one, and she will grow old and die....

LADY AMALTHEA
(to Prince Lir)
Everything dies. I want to die when you die. I am no unicorn, no magical creature. I am *human*, and I love you. Do not let him -

SCHMENDRICK
(interrupting)
Very well - let it end here, then, let the quest end! I doubt I could turn you back if you wished it. Marry the prince and live happily ever after.

LADY AMALTHEA
Yes. That is my wish.

PRINCE LIR
*No*...

Schmendrick, Molly and the Lad Amalthea stare at him in amazement. MOVE IN on his tired, kind, unhappy, royal face.

INT. FURTHER ALONG TUNNEL - CLOSE SHOT - PRINCE LIR - NIGHT

He is leading the way now, walking with bold, brisk strides. We HEAR his quiet VOICE OVER.

PRINCE LIR (V.O.)
My lady, I am a hero, and heroes know - heroes know the *order* of things. They know that things must happen when it is time for them to happen...

PAN to the Lady Amalthea following him, walking lightly and proudly. They stop for a moment.

PRINCE LIR (CONT'D)
Quests may not simply be abandoned - prophecies may not be left to rot like unpicked fruit. Unicorns may go unrescued for a long time, but not forever...

We can SEE that a PALE BRIGHTNESS is RISING in the cavern.

PRINCE LIR (CONT'D)
The happy ending cannot come in the middle of the story...

He turns, holding out his hand to the Lady Amalthea. She hesitates, looking at him steadily - then takes it, and they walk together.

CLOSE SHOT - SCHMENDRICK AND MOLLY

The strange LIGHT is RISING; the earth is beginning to tremble as they follow Prince Lir and the Lady Amalthea. Molly moves close to Schmendrick's side.

MOLLY
But what if there isn't a happy ending at all..?

SCHMENDRICK
(quietly)
There are no happy endings.
Nothing ends.

MED SHOT - PRINCE LIR AND THE LADY AMALTHEA

walking together toward the DEEPENING LIGHT. We HEAR Schmendrick and Molly's VOICES OVER.

MOLLY (V.O.)

Schmendrick - let her stay the way she is. Let her be...

SCHMENDRICK (V.O.)
That's not in the story. Lir knows that, and so does she.

MOLLY (V.O.)
(bitterly)
You don't care. You don't care what happens to her, or to the others, just so you become a real magician at last. You don't care -

CLOSE SHOT - SCHMENDRICK AND MOLLY

Schmendrick stops walking, turns to Molly, gripping her arms, his face close to hers.

SCHMENDRICK
(savagely)

WISH I DIDN'T! I WISH TO GOD I DIDN'T CARE ABOUT ANYTHING BUT MY MAGIC! BUT I DO, I DO -

The strange LIGHT suddenly BLAZES UP all around them. Schmendrick and Molly whirl in terror, staring O.S.

INT. THE TUNNEL - FULL SHOT - THE RED BULL - NIGHT

He is standing across the passageway, not simply filling the tunnel from one BURNING wall to another, but somehow extending into and through the walls themselves, like a terrible fiery rainbow or mirage. Yet he is no insubstantial phantom, but the Red Bull still, steaming and SNUFFLING, his jaws CHAMPING over his breath, his pale horns menacing...

CLOSE SHOT - PRINCE LIR AND THE LADY AMALTHEA

They are standing only a few paces from the Red Bull: motionless, still holding hands. CAMERA MOVES IN on the Lady Amalthea, calmly regarding the Red Bull as he paws with his front feet and SNORTS GREAT RUMBLING BLASTS out of his vast nostrils. He seems puzzled about her, almost hesitant..

CLOSE SHOT - SCHMENDRICK AND MOLLY

They are running up the tunnel toward Prince Lir and the lady Amalthea, and the Red Bull...

CLOSE SHOT - THE RED BULL

Abruptly, he lowers his head and charges. PULL BACK as Prince Lir drags the Lady Amalthea out of his path, pressing their bodies against the wall of the tunnel. Schmendrick and Molly scramble aside to opposite walls as the Red Bull goes by. CAMERA IN CLOSE on him as he turns, supple as fire. He ROARS for the first time...

INT. THE TUNNEL - CLOSE SHOT - SCHMENDRICK, MOLLY, PRINCE LIR, LADY AMALTHEA - NIGHT

They fly before the Bull, stumbling, desperate, unable to keep hold of one another, or even to stay together. CAMERA PANS from one face to another, as every BELLOW behind them -

CU FALLING STONES

- brings great slides of stones and earth shuddering down on the fugitives

CLOSE SHOT - THE RED BULL

surging after them like a wave of fire...

CLOSE SHOT - SCHMENDRICK

As he scrambles along, we HEAR his VOICE through the mad BLARING of the Red Bull.

SCHMENDRICK (V.O.)
*He knows, he knows*!

INT. MED SHOT - THE TUNNEL AHEAD - NIGHT

The way widens into a kind of grotto, beyond which we SEE the DIM GLEAM of breaking water. PULL BACK TO INCLUDE the Lady Amalthea and Prince Lir as they run INTO SHOT. MOVE IN CLOSE on the Lady Amalthea. Her ankle turns suddenly, and she falls!

CU PRINCE LIR

REACTING in horror....

CLOSE SHOT - THE RED BULL

as he rages into the grotto - then halts, staring at the fallen Lady Amalthea, who lies half-stunned on her side. There is no SOUND but the Red Bull's BREATHING.

CLOSE SHOT - PRINCE LIR

He has drawn his sword, and now places himself between the Red Bull and the Lady Amalthea.

CLOSE SHOT - THE RED BULL

He SNORTS and STAMPS his fiery foot.

CLOSE SHOT - PRINCE LIR

The sword BLAZES UP and flies out of his hand!

CLOSE SHOT - SCHMENDRICK AND MOLLY

Molly CRIES OUT, starts forward. Schmendrick holds her back.

CLOSE SHOT - THE RED BULL

He RUMBLES DEEPLY, begins to lower his head...

CLOSE SHOT - THE LADY AMALTHEA

She is moving now, trying to rise. PAN to Prince Lir, holding up his weaponless hands to defend her.

PRINCE LIR
(quite quietly)
No.

MED SHOT - PRINCE LIR - RED BULL'S POV

We SEE Prince Lir framed and vulnerable between the pale horns. They lower, trained on his heart...

CLOSE SHOT - SCHMENDRICK AND MOLLY

Schmendrick puts Molly gently aside. PAN with him as he steps out into the open. HOLD on his face as he begins to speak. His words are DROWNED OUT by the dreadful BAWLING of the Red Bull...but we MOVE IN FOR CU, knowing certainly that Schmendrick has at last come into his true power.

CU THE LADY AMALTHEA

With a thin, bitter CRY, she reaches out to Prince Lir - but he has his back to her, guarding her, and he does not hear..

THE TRANSFORMATION:

We SEE IT HAPPEN this time, as the Lady Amalthea BEGINS TO FADE, and the unicorn TAKES SHAPE in her place, as endlessly beautiful as the Red Bull is mighty. But just for a moment *they exist together*: the unicorn real and present; the Lady Amalthea still clinging to herself HOVERING in the cold LIGHT of the cave, looking with love at Lir...

CLOSE SHOT - PRINCE LIR

He turns and SEES them both in that moment.

PRINCE LIR (CONT'D)
(crying out wildly)
*Amalthea*!

BACK TO UNICORN TRANSFORMATION

And with her name, the Lady Amalthea closes her eyes and VANISHES forever. When her eyes open, they are the eyes of a unicorn again...

CU LIR

staring at her with love, grief and courage...

CU UNICORN

motionless, looking back into Prince Lir's eyes...

CLOSE SHOT - THE RED BULL

He ROARS and charges...

CLOSE SHOT - THE UNICORN

She whirls, fleeing across the cave and into darkness. PULL BACK as the Red Bull's pursuit smashes Prince Lir aside.

CLOSE SHOT - SCHMENDRICK AND MOLLY

They follow, running as fast as they can.

CLOSE SHOT - THE UNICORN

flying in terror through darkness, as she did once before...

CLOSE SHOT - THE RED BULL

surging INTO CAMERA, ROARING. PAN with him as he passes CAMERA: a firestorm, raging after the unicorn in b.g.

CLOSE SHOT - SCHMENDRICK AND MOLLY

Schmendrick has Molly by the arm, almost dragging her along. The tunnel is burning everywhere, crumbling behind them.

CU THE RED BULL'S FIERY FEET

creating earthquakes where they pass...

CU FALLING STONES, FIRE

FAST TRACKING

following the unicorn, Schmendrick, Molly, Prince Lir - running for their lives. Ahead of them the tunnel curves...

LONG SHOT - THE END OF THE TUNNEL

and we see the sea beyond.

EXT. FULL SHOT - THE BEACH AND THE SEA - DAWN

Above us, on the cliff, King Haggard's castle splays up toward a gray-green morning sky splashed with thin, milky clouds, where a few stars still flutter. The tide is out, but we can SEE that it is poised to turn.

PAN DOWN TO THE TUNNEL EXIT

CLOSE IN ON SCHMENDRICK AND MOLLY bursting out of the tunnel onto the beach. Exhausted, they stumble to a stop, clinging to each other to hold themselves up. Molly gives a CRY, and points toward the sea.

EXT. THE SEA'S EDGE - MED SHOT - THE RED BULL AND THE UNICORN - DAWN

The unicorn's back is to the sea, and the CAMERA MOVES IN as the Red Bull does - slowly, pressing her almost gently toward the water, never touching her. She does not resist him. Her horn is dark, and her head is down, and she backs away until one rear foot is actually in the water...

BACK TO SCHMENDRICK AND MOLLY

looking on helplessly, frozen.

BACK TO THE UNICORN AND THE RED BULL

As though galvanized by the touch of the water, she springs past the Red Bull and races away along the beach. The Red Bull follows, silent now, inexorable...

CLOSE SHOT - PRINCE LIR

PRINCE LIR
(hoarsely)
*Do something*...

PULL BACK TO INCLUDE Schmendrick and Molly as they turn to see him standing behind them.

PRINCE LIR (CONT'D)
(to Schmendrick)
Do something. You have power. I will kill you if you don't do something.

SCHMENDRICK
(quietly)
I cannot. Not all the magic in the world can help her now.

MED SHOT - THE UNICORN

as she FLASHES past the CAMERA, swift and light and lost. Beyond her, the tide is starting to come in. Then the Red Bull FILLS THE SCREEN...

BACK TO SCHMENDRICK, MOLLY AND PRINCE LIR

MOLLY

Then what is magic for? What is the use of wizardry, if it cannot even save a unicorn?

SCHMENDRICK
(with just a touch of sad mockery)
That's what heroes are for....

REVERSE ANGLE - PRINCE LIR

REACTING silently, gripping Schmendrick's shoulder to keep from falling...

BACK TO THE UNICORN AND THE RED BULL

The unicorn suddenly doubles on her track and comes flying up the beach, INTO CAMERA. The Red Bull follows, gaining on her, his hoofs gouging great ditches in the damp sand...

BACK TO SCHMENDRICK, MOLLY AND PRINCE LIR

Prince Lir nods slowly, lets go of Schmendrick's shoulder, talking as though to himself.

PRINCE LIR
Yes, of course. That is exactly what heroes are for.

He steps forward. PULL BACK as the unicorn FLASHES PAST CAMERA. Before Schmendrick can restrain him, Prince Lir leaps into the path of the Red Bull. For a moment, he DISAPPEARS entirely, like a feather in a flame...

CU MOLLY
her mouth open in a soundless scream of horror.

MED SHOT - PRINCE LIR

sprawled on the sand, lifeless and broken.

CLOSE SHOT - THE UNICORN

She turns, coming to a halt, as though she had heard Molly's unuttered cry.

MED SHOT - THE RED BULL

He halts with her, wheeling to put her once more between himself and the sea - then begins his slow advance again.

CLOSE SHOT - THE UNICORN

motionless, ignoring the Red Bull, staring past him.

WIDE SHOT UNICORN'S POV - MOVE IN

to the sprawled, twisted body of Prince Lir. Beyond him, the sea is GRUMBLING IN harder, as larger waves form and break.

BACK TO SCHMENDRICK AND MOLLY

Molly turns, pointing O.S. toward the castle.

EXT. FULL SHOT - -THE CASTLE - DAY

We PAN up from the beach to the highest tower, where King Haggard stands watching.

BACK TO THE UNICORN

Suddenly she SCREAMS: a harsh, ugly WAIL of sorrow and loss and rage. Her horn is ALIGHT again, as she lunges straight at the Red Bull. He swerves out of her way just in time.

MEDIUM CLOSE THE UNICORN

Her horn is BURNING BRIGHTER than we have ever seen it, and with every step she takes we can see her light, gentle, infinite strength growing...

CLOSE SHOT - SCHMENDRICK AND MOLLY

REACTING, hardly daring to believe what they see.

FULL SHOT - THE UNICORN AND THE RED BULL

Once again she charges...

FULL SHOT - UNICORN'S POV - SEA IN B.G.

...and again the Red Bull gives ground. He is backing steadily down the beach now, toward the sea, as she was.

CLOSE SHOT - THE BODY OF PRINCE LIR

The huge shadow of the Red Bull falls across him as he lies there, and then passes away again, driven by the dancing, attacking hoofs of the unicorn. Prince Lir does not move.

MED SHOT - THE SEA

PULL BACK as the Red Bull's own fiery hoofs back into the swirling surf and come to a halt there.

MED SHOT - THE UNICORN AND THE RED BULL

The Red Bull has made his stand. He will neither fight nor fly, and yet the quick stabbing thrusts of the unicorn's horn seem somehow unable to touch him.

CU UNICORN
Her horn GLOWING her akin SHIMMERING with rainbow power, she sets herself for another charge...

CU SCHMENDRICK
his face suddenly alight with awe and wonder

SCHMENDRICK
Molly!

PULL BACK TO INCLUDE Molly as he grabs her, shaking her with one hand and pointing out to sea with the other.

EXT. FULL SHOT - THE SEA - DAY

The great combers are coming in now, curling over white across their green hearts, tearing themselves to pieces on sandbars and the rocks. We do not see the unicorns at first...and then, gradually, there they are...

FULL SHOT - THE UNICORNS

first one, then a few, then scores of them...

MED SHOT - THE UNICORNS

...flowering in the tattered water...

CLOSE SHOT - THE UNICORNS

...their bodies arching with the streaked marble hollows of the waves...

CU THE UNICORNS

their shining horns riding in like the rainbow masts of silver ships.

EXTRA WIDE FULL SHOT - THE UNICORNS

There they are...

CLOSE SHOT - SCHMENDRICK AND MOLLY

transfigured by joy, holding one another...

MED SHOT - THE UNICORN AND THE RED BULL

The unicorn lowers her head once more and hurls herself at the Red Bull. He does not defend himself, but we SEE that the blow has no effect on him. CAMERA MOVES IN as he turns away from the unicorn and walks slowly into the sea.

WIDE SHOT - THE UNICORNS

They flounder wildly to let the Red Bull by. A vast green wave gathers under him to carry him away, as he lets his body sink onto the flood. CAMERA HOLDS on him as he begins to swim steadily out to sea. A giant wave forms in front of him, ready to swallow him...

CLOSE SHOT - SCHMENDRICK AND MOLLY

staring after him.

MOLLY
Why didn't he fight?

SCHMENDRICK
The Red Bull never fights. He conquers, but he never fights...
(pause)
He is only terror, Molly. He doesn't understand...

EXT. LONG SHOT - THE RED BULL - DAY

already a distant BRIGHTNESS on the horizon, his FIRE being steadily devoured by the sea, until it is still again...

FULL SHOT - THE UNICORNS IN THE SEA

Gathering themselves into a single white wave, rapturous and terrifying, they come bursting out of the water, flinging themselves ashore.

CLOSE SHOT - THEIR HOOFS AND SHADOWS

storming across the sand...

CLOSE SHOT - THE BODY OF PRINCE LIR

PULL BACK TO SHOW the unicorns streaming up the beach. Prince Lir's body lies directly in their path.

CLOSE SHOT - MOLLY

Pulling herself away from Schmendrick, she runs toward Prince Lir. PAN with her as she reaches him and stands over his body, trying to keep him from being trampled.

CLOSE SHOT - THE UNICORNS

They are mad with freedom, and it is plain that they do not even see Molly. They THUNDER on, FILLING THE SCREEN.

CLOSE SHOT - SCHMENDRICK

He steps forward, raising his arms, speaking a word that we cannot hear.

MED SHOT - THE UNICORNS

Almost on top of Molly and Prince Lir, they stream to the right and left of them - some even springing over them - and then close ranks again, bounding toward the cliff, and the castle beyond....

CLOSE SHOT - MOLLY

standing transfigured in the midst of the unicorns as they flow dazzlingly by on either side of her. PULL UP AND BACK from her, toward the castle.

EXT. THE CASTLE - CLOSE SHOT - KING HAGGARD DAY

He grips the parapet, leaning forward, watching....

CLOSE SHOT - THE UNICORNS - KING HAGGARD'S POV

as they spring up the cliff toward him, like a wave....

REVERSE ANGLE - SCHMENDRICK AND MOLLY'S POV

as the unicorns flow around the castle, like a wave....

CLOSE SHOT - MOLLY

staring in disbelief....

FULL SHOT - THE CASTLE

The towers are MELTING like wax

CU: TOWERS AND WALLS BREAK DOWN

and the castle crumbles in great cold chunks that DISSOLVE as they topple...

CLOSE SHOT - SCHMENDRICK AND MOLLY

SCHMENDRICK
(softly)
The Red Bull is gone...

CLOSE SHOT - KING HAGGARD

With a short, mocking LAUGH, he steps back from the parapet. The parapet falls away, VANISHING - the stones of the tower CRUMBLE under King Haggard...

EXT. LONG SHOT - THE TUMBLING WRECKAGE OF THE CASTLE - DAY

We can SEE King Haggard falling through it....

EXT. CLOSE SHOT - THE BODY OF PRINCE LIR - DAY

PULL BACK TO INCLUDE Molly, as she kneels beside him, mourning silently.

CLOSE SHOT - MOLLY - PROFILE

her face, streaked with tears, close to his face... the unicorn's white nose ENTERS SHOT, gently breathing into her hair.

CU MOLLY
as she turns and puts her arms around the unicorn's neck.

MOLLY
(whispering)
Oh, you stayed, you stayed....

The unicorn slips gently from her...

MEDIUM WIDE SHOT - THE UNICORN

...moving to stand over Prince Lir - she looks down at his body. For all that her quest has ended...

CLOSE SHOT LOW ANGLE UP THE UNICORN ONLY

there is a weariness in the way she holds herself, and a new sorrow in her beauty...

CLOSE SHOT - MOLLY

as she watches, hardly breathing....

BACK TO THE UNICORN

She bows her head slowly, and her GLOWING horn glances across Prince Lir's forehead, gentle and stumbling as a first kiss. CAMERA IN on Prince Lir, with the LIGHT of her horn reflecting on hims. He stirs, blinks...

CU UNICORN - LIR'S POV

looking at him with a strange, deep love from another world, as the GLOW of her horn slowly DIMINISHES.

CU LIR
He sits up, dazed, not quite knowing the unicorn at first.

PRINCE LIR
Father? Father, I had a dream...

Then he recognizes the unicorn, and he rises to his feet. PULL BACK FOR MEDIUM SHOT.

PRINCE LIR (CONT'D)
(whispering)
*I was dead...*

CLOSE SHOT LIR AND UNICORN

Prince Lir puts his hands out to the unicorn, but can't reach her...

CU UNICORN
looking at him for the last time, already from a distance...

THE UNICORN
(softly)
I remember you. I remember.

CU PRINCE LIR UNICORN'S POV

So will he, as his face shows. He is a hero.

WIDE SHOT - THE UNICORN

Then she is away. CAMERA TRACKS with her as she springs up the cliff as lightly as her rescued people flew, and HOLDS on her when she turns to look back, with one cloven foot poised and the sunlight on her sides.

EXT. THE BEACH - CLOSE SHOT - SCHMENDRICK, MOLLY, PRINCE LIR LATE AFTERNOON

All reach out after her with an appeal too deep for words...

EXT. REVERSE ANGLE - THE UNICORN LATE AFTERNOON

She turns, looks back once, and is gone...

WIDE SHOT - THE OTHER UNICORNS

already vanishing in the distance...but wherever their feet touch the ground, the desolate earth of King Haggard's realm is becoming green again...

BACK TO SCHMENDRICK, MOLLY AND PRINCE LIR

Prince Lir starts after the unicorn - then halts, drawing in his breath, looking up O.S.

EXT. MED SHOT - THE CLIFFTOP - DAY

There is no trace of the castle left...

BACK TO SCHMENDRICK, MOLLY AND PRINCE LIR

SCHMENDRICK
Now you are king.

Schmendrick and Molly kneel before Lir, who looks horrified and practically drags them to their feet.

KING LIR
No, no, don't do that, - I can't be king, I can't...

Schmendrick puts a hand on his shoulder, and one on Molly's. He SPEAKS one word - and the three of them rise from the ground and begin to float up toward the top of the cliff...

CU KING LIR
awed, and a little scared.

CU MOLLY
She is thrilled beyond words, but not at all frightened.

CU SCHMENDRICK
calm and deeply quiet, and looking somehow *new*...

EXT. THE GROUND WHERE THE CASTLE STOOD - DAY

Not a stone remains, nor even a pale place on the earth... but FOUR YOUNG MEN wander gaping through the vanished rooms, turning bewilderedly in the absence that was the great hall.

CLOSE SHOT - SCHMENDRICK, MOLLY, PRINCE LIR

landing gently on the clifftop.

BACK TO THE FOUR YOUNG MEN

MOVE IN as they recognize them and come running and LAUGHING to fall on their knees before Lir, crying out in chorus...

THE FOUR YOUNG MEN
Your Majesty! Long live King Lir!

Embarrassed, blushing, Lir tries to pull them to their feet.

KING LIR
Who are you?
(peering at them)
I *know* you

THIRD YOUNG MAN
Majesty, we are your father's men -

FOURTH YOUNG MAN
The same who served him for so many cold and weary years -

KING LIR
But you were old, when I was little! What miracle is this?

The young men fall silent, staring at each other as though they hadn't really noticed their own metamorphosis.

CLOSE SHOT - SCHMENDRICK AND MOLLY

SCHMENDRICK
Unicorns have passed here...

BACK TO KING LIR AND THE FOUR MEN

KING LIR
(abruptly)
Find my horse and saddle him. Find my horse!

The men scramble to obey him, but Schmendrick gestures, and they halt, uncertain.

SCHMENDRICK
Your Majesty, it may not be. You must not follow her.

KING LIR
(as fierce as Haggard)
Magician, she is mine!
(more plaintively)
A hero is entitled to his happy ending, when it comes at last...

Schmendrick puts his hands on King Lir's shoulders.

SCHMENDRICK
You have loved her and served her, as you wished - be content, and be king. She is a story with no ending, happy or sad...

They look at each other for a long moment before King Lir lowers his eyes in grief and acceptance. PAN to Molly, as the little cat stalks up to her to rub against her ankles and she stoops down to pick him up.

EXT. HIGH AERIAL SHOT - KING LIR'S COUNTRY - DAY

CAMERA PANS SLOWLY over the land that we remember as utterly barren and withered. We SEE that many trees are cautiously putting forth flowers; that long-dry streams are beginning to rustle in their beds...We SEE animals - deer, racoons, rabbits - where there were none before, and even one pair of birds building a nest in a thorn tree.

SCHMENDRICK (V.O.)
This was good land long ago, and it wants little but a true king to be so again.

EXT. MED SHOT - KING LIR, SCHMENDRICK AND MOLLY - DAY

each of them mounted on a tall, handsome horse as they ride slowly through King Lir's transformed domain, followed on foot by the four transformed men-at-arms. We MOVE IN on Molly, noticing that the kitchen cat is perched on the saddle before her. She is gazing

at the country around her in delight and great awe. She speaks softly to herself...

MOLLY
Unicorns have passed here...

PAN to Schmendrick riding beside her. He smiles...

EXT. FULL SHOT - HAGSGATE - DAY

The place is a ruin, total shambles. Fields, orchards, houses, shops...everything that could be broken, is. The scene looks as though the whole town had been stepped on.

CLOSE SHOT - SCHMENDRICK, MOLLY, KING LIR

MOVE IN as they rein in their horses, observing the ruin.

KING LIR
(stunned)
*What is this*?

SCHMENDRICK
Ride on, Your Majesty. Ride on.

CUT TO:

EXT. FULL SHOT - THE TOWN SQUARE OF HAGSGATE - DAY

The townsfolk are sitting on their doorsteps, or simply in the street, contemplating a disaster almost too great to take in. There is a curiously placid air about them, as though they had been expecting this for a long time...

CLOSE SHOT - SCHMENDRICK, MOLLY, KING LIR

KING LIR
The unicorns have returned - the unicorns, that you saw the Red Bull hunting, and pretended not to see -

TOWNSMAN #1
(calling out)
No! It was an earthquake!

TOWNSMAN #3
The hail came down like - like hooves!

TOWNSMAN #2
It was a storm that destroyed it all -

BACK TO KING LIR

KING LIR
No. It is your greed and your fear that has destroyed you!

They generally sigh in resignation - but a MIDDLE-AGED WOMAN steps forward and speaks with some spirit...

TOWNSWOMAN
What could we have done to save the unicorns?

BACK TO KING LIR

KING LIR
(quietly)
One word might have been enough.

He turns and gallops away out of Hagsgate as fast as his horse can carry him. Schmendrick and Molly pause a moment, as Schmendrick gazes almost pityingly over the townsfolk.

SCHMENDRICK
If I were you, I would have children.

PAN SLOWLY over the silent townsfolk as they watch him and Molly ride away...

DISSOLVE TO:

EXT. ANOTHER PART OF KING LIR'S COUNTRY - MED SHOT - KING LIR, SCHMENDRICK AND MOLLY -DAWN

King Lir is bidding farewell to Schmendrick and Molly.

KING LIR
(simply)
I will miss you. I never had any friends before.

SCHMENDRICK

We will come back. I promise.

King Lir embraces him, and then Molly. CAMERA MOVES IN CLOSE on King Lir and Schmendrick.

KING LIR
I wish I could see her once more, to tell her all my heart. She will never know what I really meant to say....

SCHMENDRICK
She will remember your heart when men are fairy tales in books written by rabbits.

CAMERA PANS SLOWLY from one face to another. King Lir starts to speak - then abruptly turns and rides silently away, his shoulder a little slumped, going home to be king. HOLD on Schmendrick and Molly watching him go. Schmendrick puts his arm around Molly's shoulders.

MOLLY
(softly)
Oh, the poor man. Poor Lir...

SCHMENDRICK
He has not fared so badly.

CAMERA MOVES IN CLOSE on Molly, lingering affectionately over her face. It is as though all the warmth and tenderness and beauty that was always in her has at last found a way to show itself. She smiles.

MOLLY
Do you think - do you think we will ever see her again? There was something I forgot to say...

SCHMENDRICK
(smiles back at her)
Well, we may as well follow a road that a unicorn has taken. We may never see her, but we will always know where she has been...

He puts both hands on her waist and lifts her lightly to the saddle of her horse.

SCHMENDRICK (CONT'D)
Come, then. Come with me...

He mounts his own horse, and they ride slowly away together toward the morning hills. HOLD on them in LONG SHOT.

EXT. A LOW HILL - NIGHT

PAN SLOWLY to Schmendrick and Molly, asleep at the foot of the hill. As we WATCH, Schmendrick stirs, wakes, turns over, opens his eyes drowsily - and then sits up, wide awake now, staring at something O.S.

CLOSE SHOT - THE UNICORN

standing alone near the crown of the hill, with the MOON RISING behind her.

BACK TO SCHMENDRICK

He gets up, begins to walk toward the unicorn. Molly remains asleep.

REVERSE ANGLE - UNICORN'S POV

watching Schmendrick climb the hill toward her.

CLOSE SHOT - SCHMENDRICK

as he reaches the unicorn. They face each other in silence.

THE UNICORN
You are a true wizard now, as you always wished. Does it make you happy?

SCHMENDRICK
(smiles)
I think so. Men don't always know when they are happy, but I think so...And you? I thought you would be home in your forest by now.

CU UNICORN POV SCHMENDRICK

THE UNICORN
(after a pause)

I am a little afraid to go home...I have been mortal, and some part of me is mortal yet. I am no longer like the others - for no unicorn was ever born who could regret, but I do. I regret.

CLOSE SHOT UNICORN AND SCHMENDRICK

SCHMENDRICK
(low)
I am sorry. I have done you evil, and I cannot undo it...

THE UNICORN
No. My people are in the world again. No sorrow will live in me as long as that joy - save one, and I thank you for that part too.

CU SCHMENDRICK
deeply moved, looking into her eyes.

MEDIUM SHOT THE UNICORN - SCHMENDRICKS POV

THE UNICORN
Farewell, good magician. I will try to go home.

CU SCHMENDRICK

Schmendrick bows his head.

EXT. CLOSE SHOT - MOLLY - DAWN

As she wakes, looks O.S., and sits up with a sudden wordless CRY of wonder...

CLOSE SHOT - THE UNICORN

standing on the hill, looking down at Molly...

CLOSE SHOT MOLLY UNICORN'S POV

on her feet, her eyes wide, yearning toward the unicorn one last time...

BACK TO THE UNICORN

THE UNICORN
(Softly, clearly, lovingly)
*Molly*...

BACK TO MOLLY

Her own name, in that voice, is plainly a royal gift...

BACK TO THE UNICORN

She rears with a joyous, challenging CRY of freedom - then wheels and races away, going home...

BACK TO SCHMENDRICK AND MOLLY

arm in arm, straining to hold the sight of her as long as they can...

EXT. MED SHOT - THE UNICORN'S FOREST - DAY

CAMERA MOVES IN SLOWLY on its outskirts. We SEE that it is as she left it, waiting for her...

CLOSE SHOT - THE UNICORN

She halts, suddenly hesitant, truly unsure for a long moment of whether she can, after all, return to her ancient home...

BACK TO THE FOREST

We DISSOLVE into its outskirts and BEGIN TO SEE the same animals who watched her leave still waiting in the shadows -the deer, the fox, the owl, the leopards, the kinkajou. There are others behind them...

BACK TO THE UNICORN

for a last CLOSE SHOT as she steps forward again, pacing toward her forest in all her shy majesty. PULL BACK SLOWLY as we SEE her pass into the trees. CAMERA HOLDS MED SHOT, until the last fleeting SHIMMER of her whiteness is gone...

FADE OUT